

20 Civ. 06274 (LAK)

United States District Court

for the

Southern District of New York

IN RE TRANS CARE CORPORATION, ET AL.

DEBTORS,

PATRIARCH PARTNERS AGENCY SERVICES, LLC, ET AL.

DEFENDANTS-APPELLANTS,

—against—

SALVATORE LAMONICA, AS CHAPTER 7 TRUSTEE OF THE JOINTLY-
ADMINISTERED ESTATES OF TRANS CARE CORPORATION, ET AL.,

PLAINTIFF-APPELLEE.

ON APPEAL FROM THE UNITED STATES BANKRUPTCY COURT FOR
THE SOUTHERN DISTRICT OF NEW YORK (BERNSTEIN, J.)

IN RE: TRANS CARE CORPORATION, ET AL., CASE NO. 16-10407 (SMB)

LAMONICA V. TILTON, ET AL., ADV. PROC. NO. 18-1021 (SMB)

APPENDIX TO BRIEF FOR THE APPELLANTS

Volume XXXV - A3887-A3966

From: Michael Greenberg
Sent: Thursday, January 28, 2016 1:04 PM
To: Michael Greenberg
Subject: Changes to cash flow forecast and business plan 01-28-16.pptx
Attachments: Changes to cash flow forecast and business plan 01-28-16.pptx; TransCare - 1 27 16v4.xlsx; 13 Week Cash Flow Forecast - 1 27 16 v3.xlsx

2016 Budget

Assumptions

20 Type III (911) vehicles and 20 Type II (non-emergency) vehicles added to the fleet.
Type III (911) – (11-12 for New York) 8 St. Barnabas, 1 for each of the other main accounts (Bronx Lebanon, Montefiore, Mt. Sinai), 1 University of Maryland.
Pittsburgh requires 8 vehicles in the near term.
Improvements in Q1 UHU and Q4 UHU.
Ambulance volume assumptions were not changed.
Slight improvements to Transit revenue assumptions.
Adjustments to A/P pay down to reflect slightly lower levels of reduction.
Potential and reflected to make Term Loan interest payments beginning in May or June but at reduced levels.
Profitability in Q1 improved but still negative EBITDA.
Model assumes move to new facility and out of Hamilton by June 30th with \$600k build out. This results in improved efficiency and profitability for NY Core (non-emergency).
2016 revenue of \$102MM and EBITDA of \$5.2MM due to improved gross margin in Q1 and Q4 while maintaining SG&A assumptions. This compares to CMA model with revenue of \$100.5MM and EBITDA of \$2.5MM.

Quarterly Financial Projections

FY 2016: Financial Projections

Amounts in 000's	Fcst Q1-2016	Fcst Q2-2016	Fcst Q3-2016	Fcst Q4-2016	Fcst FY '16
Ambulance Revenue	19,317	18,875	18,963	19,164	76,319
Transit Revenue	5,761	6,375	6,852	6,955	25,943
Total Operating Revenue	25,078	25,250	25,815	26,119	102,262
Direct Costs	17,891	16,804	16,736	16,568	67,999
Gross Margin	7,187	8,446	9,079	9,550	34,263
	28.7%	33.5%	35.2%	36.6%	33.5%
OpEx - Excluding Depreciation	7,298	7,285	7,245	7,258	29,086
EBITDA	(111)	1,161	1,834	2,292	5,176
	n/m	4.6%	7.1%	8.8%	5.1%
Working Capital Changes					
Trade AP & Accrued Expenses	(3,843)	(64)	8	24	(3,875)
NYSIF	(1,049)	(546)	(517)	(488)	(2,599)
Accounts Receivable	222	(115)	(376)	(203)	(472)
Mgmt Fees	338	338	338	338	1,350
Inventory	395	(8)	(18)	(10)	359
CapEx	(3,050)	(1,276)	(1,275)	(75)	(5,676)
Lease Financing	2,100	840	840	-	3,780
Net Change in Cash : Working Capital & CapEx	(4,887)	(830)	(1,001)	(414)	(7,132)
Free Cash Flow from Operations	(4,998)	331	833	1,878	(1,956)
Financing Sources & Uses of Cash					
Capital Lease Payments	(233)	(346)	(391)	(459)	(1,428)
Interest/Fees to Wells Fargo	(300)	(300)	(300)	(300)	(1,200)
ABL Paydown	(356)	96	316	170	227
Capital Contribution	6,210	736	311	-	7,257
All Other	(323)	(18)	(19)	(20)	(379)
Subtotal	4,998	169	(83)	(608)	4,476
Free Cash Flow	-	500	750	1,270	2,520
Beginning Cash	100	100	600	1,350	100
Change in Cash	-	500	750	1,270	2,520
Ending Cash Balance	100	600	1,350	2,620	2,620

Monthly 2016 Income Statement

<i>Amounts in 000's</i>	<u>Q1-2016</u> <u>Jan-16</u>	<u>Q1-2016</u> <u>Feb-16</u>	<u>Q1-2016</u> <u>Mar-16</u>	<u>Q2-2016</u> <u>Apr-16</u>	<u>Q2-2016</u> <u>May-16</u>	<u>Q2-2016</u> <u>Jun-16</u>	<u>Q3-2016</u> <u>Jul-16</u>	<u>Q3-2016</u> <u>Aug-16</u>	<u>Q3-2016</u> <u>Sep-16</u>	<u>Q4-2016</u> <u>Oct-16</u>	<u>Q4-2016</u> <u>Nov-16</u>	<u>Q4-2016</u> <u>Dec-16</u>	<u>Fcst</u> <u>2016</u>
Service Revenue	8,326.1	8,376.1	8,376.1	8,292.0	8,479.1	8,479.1	8,536.7	8,639.0	8,639.0	8,706.2	8,706.2	8,706.2	102,262.0
Other Revenues	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Operating Revenue	8,326.1	8,376.1	8,376.1	8,292.0	8,479.1	8,479.1	8,536.7	8,639.0	8,639.0	8,706.2	8,706.2	8,706.2	102,262.0
Driver Compensation & Related	4,525.1	4,432.2	4,308.0	4,166.7	4,193.2	4,181.5	4,121.6	4,168.8	4,048.7	4,053.0	4,043.1	4,043.1	50,285
COPY/DISPATCH'S Compensation	101.6	106.1	106.1	106.5	117.4	117.4	117.8	121.9	121.9	122.2	122.2	122.2	1,383
Fleet Maint Compensation	354.0	407.5	357.5	348.2	366.1	366.1	368.9	376.1	376.1	379.0	379.0	379.0	4,457
Repairs & Maintenance	352.4	431.0	331.0	256.4	242.6	242.6	269.6	249.1	249.1	250.9	250.9	250.9	3,377
Accident Costs	261.2	261.9	261.9	261.4	266.6	266.6	269.3	271.9	271.9	274.4	274.4	274.4	3,216
Fuel, Tolls & Parking Costs	207.5	208.2	208.2	207.1	211.0	211.0	212.9	215.0	215.0	216.8	216.8	216.8	2,546
Medical Supplies, Rentals & Repairs	127.4	127.5	127.5	126.0	127.3	127.3	128.3	129.3	129.3	130.4	130.4	130.4	1,541
Communications	39.6	39.9	39.9	40.0	42.0	42.0	42.3	43.2	43.2	43.5	43.5	43.5	503
Uniforms	15.8	16.0	16.0	16.0	16.6	16.6	16.8	17.0	17.0	17.2	17.2	17.2	199
Equipment	28.6	28.5	28.5	28.6	28.7	28.7	29.1	29.2	29.2	29.5	29.5	29.5	348
Health & Safety	2.6	2.7	2.7	2.7	2.7	2.7	2.8	2.8	2.8	2.8	2.8	2.8	33
Licenses & Permits	8.6	8.9	8.9	8.9	9.3	9.3	9.3	9.5	9.5	9.6	9.6	9.6	111
SUB TOTAL - COST OF SERVICE	6,024.3	6,070.4	5,796.3	5,568.5	5,623.6	5,611.9	5,588.6	5,633.7	5,513.5	5,529.4	5,519.5	5,519.5	67,999
Gross Profit	2,301.8	2,305.7	2,579.8	2,723.5	2,855.5	2,867.2	2,948.1	3,005.4	3,125.5	3,176.8	3,186.7	3,186.7	34,263
GP %	27.6%	27.5%	30.8%	32.8%	33.7%	33.8%	34.5%	34.8%	36.2%	36.5%	36.6%	36.6%	33.5%
Administrative Staffing	966.9	1,012.7	1,012.7	1,012.7	1,012.7	998.2	998.2	998.2	998.2	998.2	998.2	998.2	12,005
Facility Costs	350.2	350.2	350.2	350.2	350.2	347.2	347.2	347.2	347.2	347.2	347.2	347.2	4,181
Insurance Auto/Liability	276.5	276.5	276.5	276.5	276.5	276.4	276.4	276.4	276.4	276.4	276.4	276.4	3,317
Professional Fees	125.7	125.7	125.7	125.7	125.7	121.5	121.5	121.5	121.5	121.5	121.5	121.5	1,479
All Other SG&A	260.4	265.4	260.4	247.4	247.4	243.2	243.2	243.2	243.2	243.2	243.2	243.2	2,984
Bad Debt	421.6	420.5	420.5	424.5	424.5	424.5	428.4	428.4	428.4	432.8	432.8	432.8	5,120
TOTAL OPERATING EXPENSES	2,401.3	2,451.1	2,446.1	2,437.1	2,437.1	2,411.1	2,414.9	2,414.9	2,414.9	2,419.3	2,419.3	2,419.3	29,086
EBITDA	(99.6)	(145.3)	133.8	286.4	418.4	456.2	533.2	590.4	710.6	757.5	767.4	767.4	5,176
Interest Expense	493.8	493.8	493.8	493.8	493.8	493.8	493.8	493.8	493.8	493.8	493.8	493.8	5,926
Capital Leases	70.0	70.0	92.6	115.3	115.3	115.3	115.3	137.9	137.9	137.9	160.5	160.5	1,428
Depreciation	155.1	155.1	155.1	155.1	155.1	155.1	155.1	155.1	155.1	155.1	155.1	155.1	1,861
All Other	41.5	141.0	140.5	5.6	6.7	5.2	6.3	6.5	6.5	6.5	6.5	6.5	379
Income Tax	-	-	-	-	-	-	-	-	-	-	-	-	-
Subtotal	760.4	859.9	882.1	769.8	770.9	769.4	770.4	793.3	793.3	793.3	816.0	816.0	9,595
Net Income	(859.9)	(1,005.3)	(748.3)	(483.3)	(352.4)	(313.2)	(237.2)	(202.9)	(82.7)	(35.9)	(48.6)	(48.6)	(4,418)

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Monthly 2016 Balance Sheet

Amounts in 000's	Dec-15	Jan-16	Feb-16	Mar-16	Apr-16	May-16	Jun-16	Jul-16	Aug-16	Sep-16	Oct-16	Nov-16	Dec-16
Current Assets													
Cash and cash equivalents	100.0	100.0	100.0	100.0	100.0	219.7	100.0	100.0	100.0	100.0	273.7	445.2	620.0
Patient Account Receivables	16,940.8	16,883.6	16,680.2	16,718.8	16,696.2	16,764.8	16,833.5	16,996.7	17,103.3	17,209.9	17,322.8	17,367.6	17,412.4
Inventory	1,200.0	1,082.7	943.7	804.7	804.6	808.7	812.7	820.6	825.8	831.1	836.3	838.7	841.1
Prepaid and other current assets	250.0	250.0	250.0	250.0	250.0	250.0	250.0	250.0	250.0	250.0	250.0	250.0	250.0
Total Current Assets	18,490.8	18,316.3	17,974.0	17,873.6	17,850.8	18,043.2	17,996.2	18,167.2	18,279.1	18,391.0	18,682.8	18,901.6	19,123.5
Property, Plant and Equipment													
Property, Plant and Equipment	3,194.5	3,194.5	4,719.5	6,244.5	6,869.6	7,494.9	7,520.1	7,545.1	8,170.1	8,795.1	8,820.1	8,845.1	8,870.1
Accumulated Depreciation	-	155.1	310.2	465.2	620.3	775.4	930.5	1,085.5	1,240.6	1,395.7	1,550.8	1,705.8	1,860.9
Property and equipment, net	3,194.5	3,039.4	4,409.3	5,779.3	6,249.3	6,719.6	6,589.6	6,459.5	6,929.5	7,399.4	7,269.3	7,139.2	7,009.2
Other Assets													
Goodwill	13,547.5	13,547.5	13,547.5	13,547.5	13,547.5	13,547.5	13,547.5	13,547.5	13,547.5	13,547.5	13,547.5	13,547.5	13,547.5
Other Assets	6,205.1	6,205.1	6,205.1	6,205.1	6,205.1	6,205.1	6,205.1	6,205.1	6,205.1	6,205.1	6,205.1	6,205.1	6,205.1
Total Other Assets	19,752.6	19,752.6	19,752.6	19,752.6	19,752.6	19,752.6	19,752.6	19,752.6	19,752.6	19,752.6	19,752.6	19,752.6	19,752.6
Total Assets	41,437.9	41,108.3	42,135.9	43,405.4	43,852.7	44,515.3	44,338.4	44,379.4	44,961.2	45,543.0	45,704.7	45,793.4	45,885.3
Current Operating Liabilities													
Accounts payable	9,642.1	8,921.5	6,860.7	6,264.5	5,764.5	6,227.5	6,200.7	6,201.5	6,196.7	6,208.6	6,220.8	6,226.5	6,232.3
Accrued Management Fees	1,827.7	1,940.2	2,052.7	2,165.2	2,277.7	2,390.2	2,502.7	2,615.2	2,727.7	2,840.2	2,952.7	3,065.2	3,177.7
NYSIF Balance	2,784.0	2,114.8	1,923.1	1,734.7	1,549.5	1,367.6	1,188.9	1,013.4	841.2	672.2	506.5	344.0	184.7
Accrued expenses	2,284.9	1,819.9	1,819.9	1,819.9	1,819.9	1,819.9	1,819.9	1,819.9	1,819.9	1,819.9	1,819.9	1,819.9	1,819.9
Accrued Compensated Absences	855.6	855.6	855.6	855.6	855.6	855.6	855.6	855.6	855.6	855.6	855.6	855.6	855.6
ABL Line	14,399.7	14,182.2	14,011.4	14,043.8	14,024.8	14,082.5	14,140.1	14,277.2	14,366.7	14,456.3	14,551.2	14,588.8	14,626.5
Total Current Liabilities	31,794.0	29,834.2	27,523.5	26,883.8	26,292.0	26,743.2	26,707.9	26,782.8	26,807.9	26,852.8	26,906.7	26,900.0	26,896.7
Other Long Term Liabilities													
Term Loan	43,499.1	43,499.1	43,499.1	43,499.1	43,499.1	43,499.1	43,499.1	43,499.1	43,499.1	43,499.1	43,499.1	43,499.1	43,499.1
Accrued Interest on Term Debt	-	393.8	787.6	1,181.5	1,575.3	1,719.1	1,862.9	2,006.7	2,150.6	2,294.4	2,438.2	2,582.0	2,725.8
Incremental Funding	-	2,096.2	4,996.0	6,209.7	6,918.3	6,918.3	6,946.1	7,005.5	7,201.3	7,257.1	7,257.1	7,257.1	7,257.1
Capital Lease	1,082.5	1,082.5	2,132.5	3,182.5	3,602.5	4,022.5	4,022.5	4,022.5	4,442.5	4,862.5	4,862.5	4,862.5	4,862.5
Deferred Rent Payable	815.2	815.2	815.2	815.2	815.2	815.2	815.2	815.2	815.2	815.2	815.2	815.2	815.2
Deferred Tax Liability	3,821.4	3,821.4	3,821.4	3,821.4	3,821.4	3,821.4	3,821.4	3,821.4	3,821.4	3,821.4	3,821.4	3,821.4	3,821.4
Non Current Liabilities	49,218.2	51,708.2	56,051.8	58,709.4	60,231.7	60,795.6	60,967.2	61,170.4	61,930.0	62,549.7	62,693.5	62,837.3	62,981.1
Total Liabilities	81,012.1	81,542.4	83,575.3	85,593.1	86,523.7	87,538.8	87,675.1	87,953.3	88,737.9	89,402.5	89,600.1	89,737.3	89,877.8
Common Equity	(39,574.2)	(40,434.2)	(41,439.4)	(42,187.7)	(42,671.0)	(43,023.5)	(43,336.7)	(43,573.9)	(43,776.8)	(43,859.5)	(43,895.4)	(43,944.0)	(43,992.5)
Total Equity	(39,574.2)	(40,434.2)	(41,439.4)	(42,187.7)	(42,671.0)	(43,023.5)	(43,336.7)	(43,573.9)	(43,776.8)	(43,859.5)	(43,895.4)	(43,944.0)	(43,992.5)
Total Liabilities & Net Assets	-	-	-	-	-	-	-	-	-	-	-	-	-

Monthly 2016 Cash Flow Statement

Amounts in 000's	Q1-2016 Jan-16	Q1-2016 Feb-16	Q1-2016 Mar-16	Q2-2016 Apr-16	Q2-2016 May-16	Q2-2016 Jun-16	Q3-2016 Jul-16	Q3-2016 Aug-16	Q3-2016 Sep-16	Q4-2016 Oct-16	Q4-2016 Nov-16	Q4-2016 Dec-16	Fcst 2016
Cash Flow													
Net Income	(859.9)	(1,005.3)	(748.3)	(483.3)	(352.4)	(313.2)	(237.2)	(202.9)	(82.7)	(35.9)	(48.6)	(48.6)	(4,418.3)
Total Adjustments													
Adjustment to reconcile to net income													
Note Payable to Parent	-	-	-	-	-	-	-	-	-	-	-	-	-
Non Cash Equity Infusion	-	-	-	-	-	-	-	-	-	-	-	-	-
Amortization of deferred financing fees	-	-	-	-	-	-	-	-	-	-	-	-	-
Provision for doubtful accounts	-	-	-	-	-	-	-	-	-	-	-	-	-
Depreciation and amortization	155.1	155.1	155.1	155.1	155.1	155.1	155.1	155.1	155.1	155.1	155.1	155.1	1,860.9
Deferred rent	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Adjustment to reconcile to net income	(704.8)	(850.2)	(593.2)	(328.2)	(197.4)	(158.1)	(82.1)	(47.8)	72.3	119.2	106.5	106.5	(2,557.4)
Operating Adjustments													
(Increase) Decrease in Assets													
Accounts Receivable	57.2	203.3	(38.6)	22.7	(68.7)	(68.7)	(163.1)	(106.6)	(106.6)	(113.0)	(44.8)	(44.8)	(471.6)
Inventory	117.3	139.0	139.0	.1	(4.0)	(4.0)	(7.8)	(5.3)	(5.3)	(5.2)	(2.4)	(2.4)	358.9
Prepaid Expenses and Other	-	-	-	-	-	-	-	-	-	-	-	-	-
Other Long-Term Assets	-	-	-	-	-	-	-	-	-	-	-	-	-
Total (Increase) Decrease in Assets	174.5	342.3	100.4	22.8	(72.7)	(72.7)	(171.0)	(111.9)	(111.9)	(118.1)	(47.2)	(47.2)	(112.7)
Increase (Decrease) in Liabilities													
A/P and Accrued Expenses	(1,185.6)	(2,060.8)	(596.2)	(500.1)	463.0	(26.8)	.8	(4.7)	11.9	12.1	5.8	5.8	(3,874.8)
Accrued Management Fees	112.5	112.5	112.5	112.5	112.5	112.5	112.5	112.5	112.5	112.5	112.5	112.5	1,350.0
NYSIF Balance	(669.2)	(191.7)	(188.4)	(185.2)	(181.9)	(178.7)	(175.5)	(172.2)	(169.0)	(165.7)	(162.5)	(159.3)	(2,599.3)
Accrued Compensated Absences	-	-	-	-	-	-	-	-	-	-	-	-	-
Deferred Rent	-	-	-	-	-	-	-	-	-	-	-	-	-
Deferred Tax Liability	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Increase (Decrease) in Liabilities	(1,742.3)	(2,139.9)	(672.1)	(572.7)	393.5	(93.0)	(62.1)	(64.5)	(44.6)	(41.1)	(44.2)	(41.0)	(5,124.0)
Total Operating Adjustments	(2,272.6)	(2,647.8)	(1,165.0)	(878.2)	123.4	(323.8)	(315.3)	(224.1)	(84.2)	(40.0)	15.1	18.3	(7,794.1)
Investing Adjustments													
Capital Expenditures	-	(1,525.0)	(1,525.0)	(625.2)	(625.3)	(25.2)	(25.0)	(625.0)	(625.0)	(25.0)	(25.0)	(25.0)	(5,675.6)
Total Investing Adjustments	-	(1,525.0)	(1,525.0)	(625.2)	(625.3)	(25.2)	(25.0)	(625.0)	(625.0)	(25.0)	(25.0)	(25.0)	(5,675.6)
Financing Adjustments													
Accrued Interest	393.8	393.8	393.8	393.8	143.8	143.8	143.8	143.8	143.8	143.8	143.8	143.8	2,725.8
ABL Net Borrowings	(217.5)	(170.8)	32.4	(19.1)	57.7	57.7	137.0	89.5	89.5	94.9	37.6	37.6	226.8
Term Loan	-	-	-	-	-	-	-	-	-	-	-	-	-
Capital Lease	-	1,050.0	1,050.0	420.0	420.0	-	-	420.0	420.0	-	-	-	3,780.0
Incremental Funding	-	-	-	-	-	-	-	-	-	-	-	-	-
New Loans	2,096.2	2,899.8	1,213.7	708.6	-	27.8	59.4	195.8	55.8	-	-	-	7,257.1
Total Financing Adjustments	2,272.6	4,172.8	2,690.0	1,503.3	621.5	229.3	340.3	849.1	709.2	238.7	181.5	181.5	13,989.7
Total Cash Flow	-	-	-	-	119.7	(119.7)	-	-	(.0)	173.7	171.5	174.8	520.0

Changes to cash flow forecast

Assumptions

Reduced next week's funding need from \$3.7MM to \$2.1MM.

Overall peak need down from \$7.5MM to \$6.35MM (possible to reduce closer to \$6MM).

Moved certain payments (Aetna health insurance, reduced payroll in near term and slightly over the 13-week cash forecast.

2 weeks behind on payroll taxes (fully catch up week ending February 12th rather than week ending Feb. 5th).

Must return to direct deposit (critical issue for employees – \$300k - \$350k cost).

2 vehicles purchased this week (\$300k). Peter and Barbara called me this a.m. and said they are evaluating whether they can find 6 vehicles.

14 vehicles leased with a 30% down payment (\$630k in down payments).

Reductions in A/P vendor payments slightly less aggressive (\$300k less).

\$1.8MM in NYSIF payments most challenging to address.

At least \$720k in maintenance and repairs to fleet to stabilize volume.

Rental payments on properties of \$500k (other than Milea and Sez Foster) due to threats.

Still does not include Term Loan interest.

Critical initiatives

Senior management

Fleet issues – repair vehicles, procure ambulances (need Wells Fargo extension to assist in leasing process).

Supplies and equipment issues

Payroll issues (to restore employee confidence)

13-week cash flow forecast

TransCare 13 Week Cash Forecast

Week Number		3	4	5	6	7	8	9	10	11	12	13	14	15
Week Ended (\$ in 000's)	Beg.	1/29	2/5	2/12	2/19	2/26	3/4	3/11	3/18	3/25	4/1	4/8	4/15	4/22
Inflows														
Subtotal Receipts (Swept)		\$1,821.0	\$4,271.0	\$1,821.0	\$1,821.0	\$1,821.0	\$1,821.0	\$4,271.0	\$1,871.0	\$1,871.0	\$1,871.0	\$4,271.0	\$1,871.0	\$1,871.0
Collections														
Ambulance / Ambulette Receipts		1,350	1,350	1,350	1,350	1,350	1,350	1,350	1,350	1,350	1,350	1,350	1,350	1,350
MTA - ParaTransit Receipts		-	1,750	-	-	-	-	1,750	-	-	-	1,750	-	-
Subsidies		-	700	-	-	-	-	700	-	-	-	700	-	-
Subtotal Receipts (Swept)		\$1,350.0	\$3,800.0	\$1,350.0	\$1,350.0	\$1,350.0	\$1,350.0	\$3,800.0	\$1,350.0	\$1,350.0	\$1,350.0	\$3,800.0	\$1,350.0	\$1,350.0
Operating Disbursements														
Payroll														
Current Weeks Payroll		(550)	(813)	(825)	(825)	(825)	(850)	(850)	(850)	(850)	(850)	(850)	(850)	(850)
Prior Weeks Payroll		(350)	(263)	-	-	-	-	-	-	-	-	-	-	-
Current Weeks Payroll Taxes		-	(465)	(465)	(465)	(465)	(465)	(465)	(465)	(465)	(465)	(465)	(465)	(465)
Prior Weeks Payroll Taxes		(465)	(465)	(465)	-	-	-	-	-	-	-	-	-	-
Union Dues and Health Savings		(11)	(11)	(11)	(11)	(11)	(11)	(11)	(11)	(11)	(11)	(11)	(11)	(11)
Subtotal		(1,376)	(2,017)	(1,766)	(1,301)	(1,301)	(1,326)	(1,326)	(1,326)	(1,326)	(1,326)	(1,326)	(1,326)	(1,326)
Recurring Insurance Payments														
NYSIF - Monthly		(419)	-	-	-	-	(420)	-	-	-	(420)	-	-	-
Aetna Medical Insurance		-	-	(335)	-	-	-	(335)	-	-	-	(335)	-	-
Zurich Auto Insurance		-	(314)	-	(157)	-	(157)	-	(157)	-	(157)	-	(157)	-
MD/PA/DE Workers Comp		-	(65)	-	-	-	(65)	-	-	-	(65)	-	-	-
IPFS (Gen'l Liab & Prop Insure)		-	(143)	-	-	-	(143)	-	-	-	(143)	-	-	-
Subtotal		(419)	(522)	(335)	(157)	-	(785)	(335)	(157)	-	(785)	(335)	(157)	-
All Other														
Rent - Sez Foster (Bklyn Bank St)		-	-	(74)	-	-	-	(74)	-	-	-	(74)	-	-
All Other Rent		-	(130)	-	-	-	-	(130)	-	-	-	(130)	-	-
Maintenance & Repairs		(30)	(90)	(90)	(60)	(60)	(60)	(60)	(60)	(60)	(60)	(60)	(60)	(60)
Fuel		(30)	(90)	(90)	(60)	(60)	(60)	(60)	(60)	(60)	(60)	(60)	(60)	(60)
Supplies, etc.		(23)	(68)	(68)	(45)	(45)	(45)	(45)	(45)	(45)	(45)	(45)	(45)	(45)
AP-IT Consultant Payroll		-	-	(15)	-	-	-	-	(15)	-	-	-	(15)	-
AP & ACH		-	-	-	-	-	-	-	-	-	-	-	-	-
Santander & Signature Fin leases		-	-	(48)	-	-	-	(48)	-	-	-	(48)	-	-
All Other Capital Leases		-	-	(21)	-	-	-	(21)	-	-	-	(21)	-	-
Bank Fees & Wells Interest		(67)	(85)	(28)	-	-	(85)	(28)	-	-	(85)	(28)	-	-
All other		(35)	(105)	(105)	(70)	(70)	(70)	(70)	(70)	(70)	(70)	(70)	(70)	(70)
Subtotal		(185)	(568)	(539)	(235)	(235)	(320)	(536)	(250)	(235)	(320)	(536)	(250)	(235)
CapEx														
Down payment on Leases (Assumes 30% Down Pmt per Vehicle)		(300)	-	-	-	(225)	-	-	(270)	-	-	(135)	-	-
Lease Amortization and Interest payments		-	-	-	-	-	(14)	-	-	-	-	(31)	-	-
Past Due and Extraordinary														
NYSIF		(194)	-	-	-	-	(194)	-	-	-	(190)	-	-	-
Past Due AP vendors (over 90 total \$5MM at 12.31.15)		(120)	(120)	(120)	(120)	(50)	(50)	(100)	(100)	(100)	(100)	(120)	(120)	(120)
Re-establish other repair/maintenance vendors		-	(10)	(10)	(10)	(10)	(10)	(10)	(10)	(10)	(10)	(10)	(10)	(10)
Aetna Medical Insurance premium for December 2015		-	-	-	-	-	-	-	-	-	-	-	-	-
Zurich Auto premium - imminent termination		-	-	-	-	-	-	-	-	-	-	-	-	-
IPFS General Liab/Property premium - imminent termination		-	-	-	-	-	-	-	-	-	-	-	-	-
NYS WC Class Action Litigation defense coalition (Gilberti)		(10)	(10)	(10)	(10)	(10)	(10)	(10)	(10)	(10)	-	-	-	-
Sez Foster (Bklyn LL) Stipulated Settlement		(73)	-	-	(65)	-	-	(65)	-	-	-	-	(65)	-
Milea (Bklyn LL)		-	(101)	(140)	-	-	(101)	-	-	-	(101)	-	-	-
Mordy Flam (attorney representing company against Milea)		-	(10)	-	-	-	-	-	-	-	-	-	-	-
Past Due Landlord obligations (total \$1MM)		-	(130)	(105)	(86)	(110)	(58)	-	-	(5,205)	-	-	-	-
Salisbury Settlement		(77)	-	-	-	-	-	-	-	-	-	-	-	-
Dec./Jan. Santander & Signature Financial lease payments		(48)	(48)	-	-	-	-	-	-	-	-	-	-	-
Carl Marks Advisors: 3 Months Retention		-	(135)	-	-	-	(135)	-	-	-	(135)	-	-	-
Smith Settlement (self-insured retention)		-	-	-	-	(162)	-	-	-	-	-	-	-	-
AT&T disconnect notice		(40)	-	-	-	-	-	-	-	-	-	-	-	-
Subtotal		(562)	(564)	(385)	(291)	(342)	(558)	(120)	(185)	(120)	(536)	(130)	(195)	(130)
Total Operating Disbursements + CapEx														
		(\$2,842)	(\$3,671)	(\$3,025)	(\$1,984)	(\$2,103)	(\$3,003)	(\$2,317)	(\$2,188)	(\$1,681)	(\$2,967)	(\$2,493)	(\$1,928)	(\$1,691)
Beginning AR Availability														
		10	(1,081)	(2,144)	(3,418)	(3,652)	(4,005)	(5,258)	(4,967)	(5,339)	(5,205)	(6,357)	(6,222)	(6,335)
Additional Funding														
		-	-	-	-	-	-	-	-	-	-	-	-	-
Availability from Collections														
		203	465	203	203	203	203	465	225	225	225	485	225	225
Borrowing Capacity on Current Weeks Sales														
		1,548	2,143	1,548	1,548	1,548	1,548	2,143	1,590	1,590	1,590	2,143	1,590	1,590
Funding Requests														
		(2,842)	(3,671)	(3,025)	(1,984)	(2,103)	(3,003)	(2,317)	(2,188)	(1,681)	(2,967)	(2,493)	(1,928)	(1,691)
Remaining Availability / Funding Need*														
		(1,081)	(2,144)	(3,418)	(3,652)	(4,005)	(5,258)	(4,967)	(5,339)	(5,205)	(6,357)	(6,222)	(6,335)	(6,211)

* Does not account for minimum cash balance

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Status of Wells Fargo Discussions

- A note for the new facility along with supporting documents has been drafted and presented for your review.
- Once approved, the documents will be sent to Wells Fargo and the Intercreditor Agreement amended to account the new facility's priority ahead of the Term Loan lenders in the ABL collateral.
- Given the upcoming maturity of 01/31/16 and the need for an approved budget, Wells Fargo is willing to provide a short-term forbearance agreement subject to the following:
 - Delivery of the budget by a date certain (most recent request this Friday, January 29th).
 - Specification in document, that, in the event of a sale or liquidation of the assets, Wells Fargo would be paid out first.
- Long-term forbearance agreement, amendment or extension.
 - Based on the budget provided.
 - 1-year term is possible if the plan is fully funded according to John Husson.
 - Anything less than fully funded would likely result in shorter extension.
 - If 1-year term and sale not being considered in near term, financial covenants would be needed (either variance to budget for revenue, expenses, availability) or fixed charge coverage or other covenant if supportable.
 - Last night, John Husson and Otterbourg mentioned that, in order to best protect Wells Fargo's position, upon a sale or liquidation or acceleration of their debt, Wells Fargo would be seeking a first priority position in all collateral.
 - This condition is new but they indicated that this relates to moving toward a stabilization plan versus sale process.
- Credit Suisse – Unclear whether Wells Fargo will require Credit Suisse vs. Agent acknowledgment (Wells has been told not to expect CS acknowledgement).
- Credit Suisse's trustee left a voicemail this week checking on the Dec. and Jan. interest payments.

Amounts in 000's		Fest	Fest	Fest	Fest	Fest
		Q1-2016	Q2-2016	Q3-2016	Q4-2016	FY '16
Ambulance Revenue		19,317	18,875	18,963	19,164	76,319
Transit Revenue		5,761	6,375	6,852	6,955	25,943
Total Operating Revenue		25,078	25,250	25,815	26,119	102,262
Direct Costs		17,891	16,804	16,736	16,568	67,999
Gross Margin		7,187	8,446	9,079	9,550	34,263
		28.7%	33.5%	35.2%	36.6%	33.5%
OpEx - Excluding Depreciation		7,298	7,285	7,245	7,258	29,086
EBE/DA		(111)	1,161	1,834	2,292	5,176
		n/m	4.6%	7.1%	8.8%	5.1%
Working Capital Changes						
Trade AP & Accrued Expenses		(3,843)	(64)	8	24	(3,875)
NYSIF		(1,049)	(546)	(517)	(488)	(2,599)
Accounts Receivable		222	(115)	(376)	(203)	(472)
Mgmt Fees		338	338	338	338	1,350
Inventory		395	(8)	(18)	(10)	359
CapEx		(3,050)	(1,276)	(1,275)	(75)	(5,676)
Lease Financing		2,100	840	840	-	3,780
Net Change in Cash : Working Capital & CapEx		(4,887)	(830)	(1,001)	(414)	(7,132)
Free Cash Flow from Operations		(4,998)	331	833	1,878	(1,956)
Financing Sources & Uses of Cash						
Capital Lease Payments		(233)	(346)	(391)	(459)	(1,428)
Interest/Fees to Wells Fargo		(300)	(300)	(300)	(300)	(1,200)
ABL Paydown		(356)	96	316	170	227
Capital Contribution		6,210	736	311	-	7,257
All Other		(323)	(18)	(19)	(20)	(379)
Subtotal		4,998	169	(83)	(608)	4,476
Free Cash Flow		-	500	750	1,270	2,520
Beginning Cash		100	100	600	1,350	100
Change in Cash		-	500	750	1,270	2,520
Ending Cash Balance		100	600	1,350	2,620	2,620

Amounts in 000's		Q1-2016 Jan-16	Q1-2016 Feb-16	Q1-2016 Mar-16	Q2-2016 Apr-16	Q2-2016 May-16	Q2-2016 Jun-16	Q3-2016 Jul-16	Q3-2016 Aug-16	Q3-2016 Sep-16	Q4-2016 Oct-16	Q4-2016 Nov-16	Q4-2016 Dec-16	Yr-2016
Service Revenue		8,326.1	8,376.1	8,376.1	8,393.0	8,479.1	8,479.1	8,596.7	8,639.0	8,639.0	8,706.2	8,706.2	8,706.2	102,262.0
Other Revenues		-	-	-	-	-	-	-	-	-	-	-	-	-
Total Operating Revenue		8,326.1	8,376.1	8,376.1	8,393.0	8,479.1	8,479.1	8,596.7	8,639.0	8,639.0	8,706.2	8,706.2	8,706.2	102,262.0
Driver Compensation & Related Costs		4,533.1	4,432.2	4,308.0	4,166.7	4,193.2	4,181.5	4,121.6	4,168.8	4,046.7	4,053.0	4,043.1	4,043.1	50,255
CORP DISPATCH'S Compensation		101.6	106.1	106.1	106.5	117.4	117.4	117.8	121.9	121.9	122.2	122.2	122.2	1,383
Fleet Maint Compensation		334.0	407.5	357.5	348.2	366.1	366.1	368.9	376.1	376.1	379.0	379.0	379.0	4,457
Repairs & Maintenance		352.4	431.0	331.0	296.4	242.6	242.6	269.6	249.1	249.1	250.9	250.9	250.9	3,377
Accident Costs		361.2	261.9	261.9	261.4	266.6	266.6	269.3	271.9	271.9	274.4	274.4	274.4	3,216
Fuel/Tolls & Parking Costs		207.5	208.2	208.2	207.1	211.0	211.0	212.9	215.0	215.0	216.8	216.8	216.8	2,546
Medical Supplies, Rentals & Repairs		127.4	127.5	127.5	126.0	127.3	127.3	128.3	129.3	129.3	130.4	130.4	130.4	1,541
Communications		39.6	39.9	39.9	40.0	43.0	43.0	42.3	43.2	43.2	43.5	43.5	43.5	503
Uniforms		15.8	16.0	16.0	16.0	16.6	16.6	16.8	17.0	17.0	17.2	17.2	17.2	199
Equipment		28.6	28.5	28.5	28.6	28.7	28.7	29.1	29.2	29.2	29.5	29.5	29.5	348
Health & Safety		2.6	2.7	2.7	2.7	2.7	2.7	2.8	2.8	2.8	2.8	2.8	2.8	33
Licenses & Permits		8.6	8.9	8.9	8.9	9.3	9.3	9.3	9.5	9.5	9.6	9.6	9.6	111
SUB TOTAL - COST OF SERVICE		6,024.3	6,070.4	5,796.3	5,568.5	5,623.6	5,611.9	5,560.6	5,633.7	5,513.5	5,529.4	5,519.5	5,519.5	67,999
Gross Profit		2,301.8	2,305.7	2,579.8	2,724.5	2,855.5	2,867.2	2,946.1	3,005.4	3,125.5	3,176.8	3,186.7	3,186.7	34,263
GP %		27.6%	27.5%	30.8%	32.6%	33.7%	33.8%	34.5%	34.8%	36.2%	36.5%	36.6%	36.6%	33.5%
Administrative Staffing		966.9	1,012.7	1,012.7	1,012.7	1,012.7	998.2	998.2	998.2	998.2	998.2	998.2	998.2	12,005
Factory Costs		350.2	350.2	350.2	350.2	350.2	347.2	347.2	347.2	347.2	347.2	347.2	347.2	4,181
Insurance Auto/Liability		276.5	276.5	276.5	276.5	276.5	276.4	276.4	276.4	276.4	276.4	276.4	276.4	3,317
Professional Fees		125.7	125.7	125.7	125.7	125.7	121.5	121.5	121.5	121.5	121.5	121.5	121.5	1,479
All Other SG&A		260.4	265.4	260.4	247.4	247.4	243.2	243.2	243.2	243.2	243.2	243.2	243.2	2,904
Bad Debt		431.6	430.5	430.5	424.5	424.5	424.5	428.4	428.4	428.4	432.8	432.8	432.8	5,120
TOTAL OPERATING EXPENSES		2,401.3	2,451.1	2,446.1	2,437.1	2,437.1	2,411.1	2,414.9	2,414.9	2,414.9	2,419.3	2,419.3	2,419.3	29,006
EBITDA		{99.6}	{143.3}	133.8	266.4	418.4	456.3	533.2	590.4	710.6	757.5	767.4	767.4	5,176
Interest Expense		493.8	493.8	493.8	493.8	493.8	493.8	493.8	493.8	493.8	493.8	493.8	493.8	5,926
Capital Leases		70.0	70.0	92.6	115.3	115.3	115.3	115.3	137.9	137.9	137.9	160.5	160.5	1,408
Depreciation		155.1	155.1	155.1	155.1	155.1	155.1	155.1	155.1	155.1	155.1	155.1	155.1	1,861
All Other		41.5	141.0	140.5	5.6	6.7	5.2	6.3	6.5	6.5	6.5	6.5	6.5	379
Income Tax		-	-	-	-	-	-	-	-	-	-	-	-	-
Subtotal		760.4	859.9	882.1	769.8	776.9	769.4	770.4	793.3	793.3	793.3	816.0	816.0	9,595
Net Income		{859.9}	{1,005.3}	{748.3}	{483.3}	{352.4}	{313.2}	{297.2}	{202.9}	{62.7}	{35.9}	{48.6}	{48.6}	{4,416}

Amounts in 000's												
	Dec-15	Jan-16	Feb-16	Mar-16	Apr-16	May-16	Jun-16	Jul-16	Aug-16	Sep-16	Oct-16	Nov-16
Current Assets												
Cash and cash equivalents	100.0	100.0	100.0	100.0	100.0	219.7	100.0	100.0	100.0	100.0	273.7	445.2
Receivable	16,940.8	16,823.6	16,680.2	16,710.8	16,696.2	16,764.0	16,823.5	16,996.7	17,103.3	17,209.9	17,322.8	17,367.6
Inventory	1,080.6	1,082.7	943.7	804.7	804.6	808.7	812.7	820.6	825.8	831.1	836.3	836.7
Prepaid and other current assets	250.0	250.0	250.0	250.0	250.0	250.0	250.0	250.0	250.0	250.0	250.0	250.0
Total Current Assets	18,480.8	18,316.3	17,974.0	17,872.6	17,856.8	18,042.2	17,996.2	18,167.2	18,279.1	18,391.0	18,682.3	18,901.6
Property, Plant and Equipment												
Accumulated Depreciation	3,194.5	3,194.5	4,719.5	6,244.5	6,869.6	7,494.9	7,520.1	7,545.1	8,170.1	8,785.1	8,820.1	8,845.1
Property and equipment, net	1,194.5	3,039.4	4,409.3	5,779.3	6,209.3	6,719.6	6,809.6	6,409.5	6,929.5	7,399.4	7,209.3	7,139.2
Other Assets												
Goodwill	20,547.5	13,547.5	13,547.5	13,547.5	13,547.5	13,547.5	13,547.5	13,547.5	13,547.5	13,547.5	13,547.5	13,547.5
Other Assets	6,205.1	6,205.1	6,205.1	6,205.1	6,205.1	6,205.1	6,205.1	6,205.1	6,205.1	6,205.1	6,205.1	6,205.1
Total Other Assets	19,752.6	19,752.6	19,752.6	19,752.6	19,752.6	19,752.6	19,752.6	19,752.6	19,752.6	19,752.6	19,752.6	19,752.6
Total Assets	41,417.9	42,108.3	42,135.9	42,885.4	43,821.7	44,515.3	44,338.4	44,379.4	44,961.2	45,543.0	45,704.7	45,885.3
Current Operating Liabilities												
Accounts payable	9,642.1	9,921.5	6,880.7	6,284.5	5,784.5	6,227.5	6,280.7	6,201.5	6,196.7	6,208.6	6,220.8	6,226.5
Accrued Management Fees	1,827.7	1,940.2	2,051.7	2,165.2	2,277.7	2,390.2	2,503.7	2,615.2	2,727.7	2,840.2	2,952.7	3,065.2
NYSE Balance	2,784.8	2,114.8	1,923.1	1,734.7	1,549.5	1,367.6	1,182.9	1,013.4	841.2	672.2	506.5	344.0
Accrued expenses	2,844.9	1,819.9	1,819.9	1,819.9	1,819.9	1,819.9	1,819.9	1,819.9	1,819.9	1,819.9	1,819.9	1,819.9
Accrued Compensated Absences	855.6	855.6	855.6	855.6	855.6	855.6	855.6	855.6	855.6	855.6	855.6	855.6
Other Liabilities	14,398.7	14,181.2	14,011.4	14,034.8	14,034.8	14,082.5	14,180.1	14,277.3	14,366.7	14,456.3	14,541.2	14,626.5
Total Current Liabilities	31,794.0	29,534.2	27,523.5	26,883.8	26,292.0	26,743.2	26,707.9	26,782.8	26,807.9	26,852.8	26,906.7	26,900.0
Other Long Term Liabilities												
Term Loan	43,489.1	43,489.1	43,489.1	43,489.1	43,489.1	43,489.1	43,489.1	43,489.1	43,489.1	43,489.1	43,489.1	43,489.1
Accrued Interest on Term Debt	393.8	393.8	787.6	1,181.5	1,575.3	1,719.1	1,862.9	2,006.7	2,150.6	2,294.4	2,438.2	2,582.0
Accrued Interest Funding			4,996.0	6,309.7	6,918.3	6,918.3	6,946.1	7,005.5	7,201.3	7,257.1	7,257.1	7,257.1
Capital Lease	1,082.5	1,082.5	2,132.5	3,182.5	3,682.5	4,022.5	4,022.5	4,022.5	4,022.5	4,022.5	4,022.5	4,022.5
Deferred Rent Payable	815.2	815.2	815.2	815.2	815.2	815.2	815.2	815.2	815.2	815.2	815.2	815.2
Deferred Tax Liability	3,821.4	3,821.4	3,821.4	3,821.4	3,821.4	3,821.4	3,821.4	3,821.4	3,821.4	3,821.4	3,821.4	3,821.4
Total Current Liabilities	99,218.2	51,768.2	56,051.8	56,709.4	60,231.7	60,795.6	60,567.2	61,170.3	61,930.0	62,549.7	62,893.5	62,897.8
Total Liabilities	81,013.1	81,542.4	81,575.3	85,593.1	86,513.7	87,538.8	87,675.1	87,983.3	88,737.9	89,402.5	89,600.1	89,877.8
Common Equity	(19,574.2)	(40,434.2)	(41,439.4)	(42,187.7)	(42,671.0)	(43,032.5)	(43,436.7)	(43,573.9)	(43,776.8)	(43,889.3)	(43,995.4)	(43,994.0)
Total Equity	(19,574.2)	(40,434.2)	(41,439.4)	(42,187.7)	(42,671.0)	(43,032.5)	(43,436.7)	(43,573.9)	(43,776.8)	(43,889.3)	(43,995.4)	(43,994.0)
Total Liabilities & Net Assets												

Case 2:05-cv-06217-AK Document 1-1 Filed 09/30/16 Page 14 of 81		Amounts in 000's												Fiscal 2016
		Q1 2016 Jan-16	Q1 2016 Feb-16	Q1 2016 Mar-16	Q2 2016 Apr-16	Q2 2016 May-16	Q2 2016 Jun-16	Q3 2016 Jul-16	Q3 2016 Aug-16	Q3 2016 Sep-16	Q4 2016 Oct-16	Q4 2016 Nov-16	Q4 2016 Dec-16	
Cash flow														
Net income		(859.9)	(1,005.3)	(748.3)	(483.3)	(352.4)	(313.2)	(237.2)	(202.9)	(92.7)	(35.9)	(48.6)	(48.0)	(4,419.3)
Total adjustments		-	-	-	-	-	-	-	-	-	-	-	-	-
Adjustment to reconcile to net income		-	-	-	-	-	-	-	-	-	-	-	-	-
Total adjustments		-	-	-	-	-	-	-	-	-	-	-	-	-
Total cash flow		155.1	155.1	155.1	155.1	155.1	155.1	155.1	155.1	155.1	155.1	155.1	155.1	1,860.9
Defered rent		(704.8)	(850.2)	(593.2)	(328.2)	(197.4)	(138.1)	(82.1)	(47.8)	72.3	119.2	106.5	106.5	(2,557.4)
Total adjustment to reconcile to net income		-	-	-	-	-	-	-	-	-	-	-	-	-
Operating Adjustments														
(Increase) Decrease in Assets		57.2	203.3	(38.6)	22.7	(68.7)	(68.7)	(163.1)	(106.6)	(106.6)	(113.0)	(44.8)	(44.8)	(471.6)
Accounts Receivable		117.3	139.0	139.0	.1	(4.0)	(4.0)	(7.8)	(5.3)	(5.3)	(5.3)	(2.4)	(2.4)	358.9
Inventory		-	-	-	-	-	-	-	-	-	-	-	-	-
Prepaid Expenses and Other		-	-	-	-	-	-	-	-	-	-	-	-	-
Other Long Term Assets		174.5	342.3	100.4	22.8	(72.7)	(72.7)	(171.0)	(111.9)	(111.9)	(118.1)	(47.2)	(47.2)	(112.7)
Total (Increase) Decrease in Assets		(1,125.6)	(2,090.8)	(396.2)	(500.1)	463.0	(26.8)	.8	(4.7)	11.9	12.1	3.8	5.8	(3,874.8)
(Increase) Decrease in Liabilities		112.5	112.5	113.5	112.5	112.5	112.5	112.5	112.5	112.5	112.5	112.5	112.5	1,350.0
Accrued Management Fees		(668.2)	(191.7)	(188.4)	(185.2)	(181.9)	(178.7)	(175.5)	(172.2)	(169.0)	(165.7)	(162.5)	(159.3)	(2,599.3)
Accrued Compensated Absences		-	-	-	-	-	-	-	-	-	-	-	-	-
Defered Rent		-	-	-	-	-	-	-	-	-	-	-	-	-
Total (Increase) Decrease in Liabilities		(1,742.3)	(2,139.9)	(673.1)	(572.7)	393.5	(93.0)	(62.1)	(64.5)	(44.6)	(41.1)	(44.2)	(41.0)	(5,124.0)
Total Operating Adjustments		(2,272.6)	(2,047.8)	(1,165.0)	(878.2)	123.4	(323.8)	(315.3)	(224.1)	(84.2)	(40.0)	15.1	18.5	(7,794.1)
Investing Adjustments														
Capital Expenditures		-	(1,525.0)	(1,525.0)	(625.2)	(625.3)	(25.2)	(25.0)	(625.0)	(625.0)	(25.0)	(25.0)	(25.0)	(5,675.6)
Total Investing Adjustments		-	(1,525.0)	(1,525.0)	(625.2)	(625.3)	(25.2)	(25.0)	(625.0)	(625.0)	(25.0)	(25.0)	(25.0)	(5,675.6)
Financing Adjustments														
Accrued Interest		393.8	393.8	393.8	393.8	143.8	143.8	143.8	143.8	143.8	143.8	144.8	143.8	2,725.8
Add Net Borrowings		(217.5)	(170.8)	32.4	(19.1)	57.7	57.7	137.0	89.5	89.5	94.9	37.6	37.6	226.8
Term Loan		-	-	-	-	-	-	-	-	-	-	-	-	-
Capital lease		-	1,050.0	1,050.0	420.0	420.0	-	-	420.0	420.0	-	-	-	3,780.0
Incremental Funding		-	-	-	-	-	-	-	-	-	-	-	-	-
New Loans		2,086.2	2,899.8	1,213.7	708.8	-	27.6	99.4	195.8	55.8	-	-	-	7,257.1
Total Financing Adjustments		2,272.6	4,172.8	2,690.0	1,506.3	621.5	229.3	340.3	849.1	709.2	228.7	181.5	181.5	13,989.7
Total Cash Flow		-	-	-	-	119.7	(119.7)	-	-	(0)	173.7	171.5	174.8	520.0

TransCare 13 Week Cash Forecast

Week Number	3	4	5	6	7	8	9	10	11	12	13	14	15
Week Ending (in 000's)	1/25	2/5	2/12	2/19	2/26	3/4	3/11	3/18	3/25	4/1	4/8	4/15	4/22
Income													
Subjected Receipts (Sweet)	\$1,801.0	\$4,071.0	\$2,811.0	\$1,821.0	\$4,815.0	\$1,821.0	\$4,271.0	\$1,871.0	\$1,871.0	\$4,271.0	\$1,871.0	\$1,871.0	\$1,871.0
Collections													
Accounts / Ambulance Receipts	1,350	1,350	1,350	1,350	1,350	1,350	1,350	1,350	1,350	1,350	1,350	1,350	1,350
MIA - Patient Receipts	-	1,756	-	-	-	-	1,756	-	-	-	1,756	-	-
Subtotal Receipts (Sweet)	\$1,350.0	\$3,106.0	\$1,350.0	\$1,350.0	\$1,350.0	\$1,350.0	\$1,350.0	\$1,350.0	\$1,350.0	\$1,350.0	\$3,106.0	\$1,350.0	\$1,350.0
Operating Disbursements													
Payroll													
Contract Weeks Payroll	(350)	(813)	(825)	(820)	(825)	(850)	(850)	(850)	(850)	(850)	(850)	(850)	(850)
Public Works Payroll	(350)	(350)	-	-	-	-	-	-	-	-	-	-	-
Contract Weeks Payroll Taxes	(465)	(465)	(465)	(465)	(465)	(465)	(465)	(465)	(465)	(465)	(465)	(465)	(465)
Professional Fees Payroll Taxes	(465)	(465)	(465)	-	-	-	-	-	-	-	-	-	-
Union Dues and Health Savings	(13)	(13)	(13)	(13)	(13)	(13)	(13)	(13)	(13)	(13)	(13)	(13)	(13)
Subtotal	(1,378)	(2,017)	(1,766)	(1,301)	(1,301)	(1,309)	(1,306)	(1,306)	(1,306)	(1,306)	(1,306)	(1,306)	(1,306)
Recurring Insurance Payments													
RVIS - Monthly	(413)	-	-	-	-	(120)	-	-	-	(420)	-	-	-
Auto Medical Insurance	-	(135)	(135)	-	-	-	(135)	-	-	-	(135)	-	-
Auto Insurance	-	(324)	-	(127)	-	-	(127)	-	-	(127)	-	(127)	-
Medical Office Workers Comp	-	(85)	-	-	-	-	(85)	-	-	(85)	-	-	-
Professional (Lab & X-Ray Insurance)	-	(123)	-	-	-	-	(123)	-	-	(123)	-	-	-
Subtotal	(413)	(532)	(130)	(137)	-	(735)	(135)	(135)	(135)	(735)	(135)	(137)	-
All Other													
Real Estate Fees (Blyn Bank, St)	-	-	(74)	-	-	-	(74)	-	-	-	(74)	-	-
All Other Rent	-	(130)	-	-	-	-	(130)	-	-	-	(130)	-	-
Maintenance & Repairs	(30)	(90)	(90)	(90)	(90)	(90)	(90)	(90)	(90)	(90)	(90)	(90)	(90)
Electricity	(30)	(90)	(90)	(90)	(90)	(90)	(90)	(90)	(90)	(90)	(90)	(90)	(90)
Supplies, etc.	(23)	(68)	(68)	(45)	(45)	(45)	(45)	(45)	(45)	(45)	(45)	(45)	(45)
Professional Fees	-	-	(15)	-	-	-	-	-	-	-	-	(15)	-
Auto & CCI	-	-	(68)	-	-	-	(68)	-	-	-	(68)	-	-
Software & Licenses Pro Fees	-	-	(14)	-	-	-	(14)	-	-	-	(14)	-	-
Auto Contract Leases	(67)	(63)	(126)	-	-	(85)	(121)	-	-	(85)	(121)	-	-
Bank Fees & Wells Interest	(35)	(105)	(105)	(70)	(70)	(70)	(70)	(70)	(70)	(70)	(70)	(70)	(70)
All Other	(185)	(586)	(358)	(225)	(120)	(320)	(599)	(280)	(280)	(280)	(599)	(280)	(225)
Subtotal	(185)	(586)	(358)	(225)	(120)	(320)	(599)	(280)	(280)	(280)	(599)	(280)	(225)
Capital													
Down payment on leases (Assumes 30% Down But per Vendor)	(300)	-	-	-	(225)	-	-	(270)	-	-	(135)	-	-
Lease Amortization and Interest Payments	-	-	-	-	-	(14)	-	-	-	-	(14)	-	-
Post 13th and Extraordinary	(164)	-	-	-	-	(134)	-	-	-	-	(134)	-	-
Net Change													
Net Change	(134)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)
Due at vendors (over 90 total \$MM at 12.31.15)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)
Due at other vendors	-	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)
Due at medical insurance premium for December 2015	-	-	-	-	-	-	-	-	-	-	-	-	-
Due at medical insurance premium for December 2015	-	-	-	-	-	-	-	-	-	-	-	-	-
Due at auto premium - Implantation	-	-	-	-	-	-	-	-	-	-	-	-	-
Due at general lab/Property premium - Implantation	(30)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)
Due at CCI Class Action litigation defense coalition (300k)	(72)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)
Due at CCI Class Action litigation defense coalition (300k)	(72)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)
Due at CCI Class Action litigation defense coalition (300k)	(72)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)
Due at CCI Class Action litigation defense coalition (300k)	(72)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)
Due at CCI Class Action litigation defense coalition (300k)	(72)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)
Due at CCI Class Action litigation defense coalition (300k)	(72)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)
Due at CCI Class Action litigation defense coalition (300k)	(72)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)
Due at CCI Class Action litigation defense coalition (300k)	(72)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)
Due at CCI Class Action litigation defense coalition (300k)	(72)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)
Due at CCI Class Action litigation defense coalition (300k)	(72)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)
Due at CCI Class Action litigation defense coalition (300k)	(72)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)
Due at CCI Class Action litigation defense coalition (300k)	(72)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)
Due at CCI Class Action litigation defense coalition (300k)	(72)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)
Due at CCI Class Action litigation defense coalition (300k)	(72)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)
Due at CCI Class Action litigation defense coalition (300k)	(72)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)
Due at CCI Class Action litigation defense coalition (300k)	(72)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)
Due at CCI Class Action litigation defense coalition (300k)	(72)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)
Due at CCI Class Action litigation defense coalition (300k)	(72)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)
Due at CCI Class Action litigation defense coalition (300k)	(72)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)
Due at CCI Class Action litigation defense coalition (300k)	(72)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)
Due at CCI Class Action litigation defense coalition (300k)	(72)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)
Due at CCI Class Action litigation defense coalition (300k)	(72)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)
Due at CCI Class Action litigation defense coalition (300k)	(72)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)
Due at CCI Class Action litigation defense coalition (300k)	(72)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)
Due at CCI Class Action litigation defense coalition (300k)	(72)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)
Due at CCI Class Action litigation defense coalition (300k)	(72)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)
Due at CCI Class Action litigation defense coalition (300k)	(72)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)
Due at CCI Class Action litigation defense coalition (300k)	(72)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)
Due at CCI Class Action litigation defense coalition (300k)	(72)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)
Due at CCI Class Action litigation defense coalition (300k)	(72)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)
Due at CCI Class Action litigation defense coalition (300k)	(72)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)
Due at CCI Class Action litigation defense coalition (300k)	(72)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)
Due at CCI Class Action litigation defense coalition (300k)	(72)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)
Due at CCI Class Action litigation defense coalition (300k)	(72)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)
Due at CCI Class Action litigation defense coalition (300k)	(72)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)
Due at CCI Class Action litigation defense coalition (300k)	(72)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)
Due at CCI Class Action litigation defense coalition (300k)	(72)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)
Due at CCI Class Action litigation defense coalition (300k)	(72)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)
Due at CCI Class Action litigation defense coalition (300k)	(72)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)
Due at CCI Class Action litigation defense coalition (300k)	(72)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)
Due at CCI Class Action litigation defense coalition (300k)	(72)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)
Due at CCI Class Action litigation defense coalition (300k)	(72)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)
Due at CCI Class Action litigation defense coalition (300k)	(72)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)
Due at CCI Class Action litigation defense coalition (300k)	(72)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)
Due at CCI Class Action litigation defense coalition (300k)	(72)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)
Due at CCI Class Action litigation defense coalition (300k)	(72)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)	(120)
Due at CCI Class Action litigation defense coalition (300k)	(72)	(120)	(120)	(120)	(120								

Document Produced Natively

Document Produced Natively

RE: Attachment to Funds Request 02-02-16.xlsx

From:

Marc Pfefferle <mpfefferle@carlmarks.com>

To:

Michael Greenberg <michael.greenberg@patriarchpartners.com>

Cc:

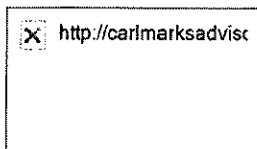
Carl Landeck <clandeck@carlmarks.com>, "Jean Luc Pelissier (CBA)" <pelissier@cbagroupplc.com>, Randy Jones <randy.jones@patriarchpartners.com>, Mark Claster <mclaster@carlmarks.com>, Jonathan Killion <jkillion@carlmarks.com>

Date:

Wed, 03 Feb 2016 07:49:15 -0500

I will try to connect along with Mark Claster between 10-11 as I am tied up most of the day otherwise.

But message to CS is money used to keep doors open and implement a turnaround plan – otherwise gonzo



Marc L. Pfefferle
Partner
212-909-8441 office
203-856-8400 cell
900 Third Avenue, 33rd Floor
New York, NY 10022
website | email |

Driving success through change and growth

From: Michael Greenberg [mailto:Michael.Greenberg@PatriarchPartners.com]

Sent: Wednesday, February 3, 2016 7:30 AM

To: Marc Pfefferle <mpfefferle@carlmarks.com>

Cc: Carl Landeck <clandeck@carlmarks.com>; Jean Luc Pelissier (CBA) <pelissier@cbagroupplc.com>; Randy Jones <Randy.Jones@PatriarchPartners.com>; Mark Claster <mclaster@carlmarks.com>; Jonathan Killion <jkillion@carlmarks.com>

Subject: Re: Attachment to Funds Request 02-02-16.xlsx

Other first collateral is worth not much (prob a few million on balance sheet).

He is open to discussion so might make sense you, me and Carl to speak w him. He said he needs to present to his portfolio manager.

We can show draft October financials as they get financials anyway and explain that q4 is similar.

Let's discuss a strategy as if we can get them to move today or tomorrow to agree to sign up as you said now that will help the situation.

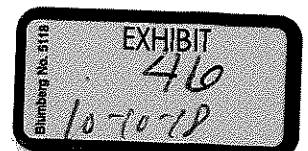
He also wants to know what the money will be used for.

On Feb 3, 2016, at 7:20 AM, Marc Pfefferle <mpfefferle@carlmarks.com> wrote:

Plan must be based upon what is achievable, not what is necessary to justify the investment.

PX 185

LaMonica v. Tilton, et al., 18-1021-smb



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A3903

As far as the return, you MUST look at it as what is the return on the new money as the old money is essentially only worth what a liquidation (closure or liquidation sale) would yield after Wells takes the AR, which practically speaking is not much as it will be net of expenses.

CS needs to be told that if they don't agree NOW company will fail and they will get squat (what is their ambulance and other first collateral worth?), only chance for a recovery is if they play ball and pari deal will not cut it.



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Driving success through change and growth

From: Michael Greenberg [mailto:Michael.Greenberg@PatriarchPartners.com]

Sent: Wednesday, February 3, 2016 7:11 AM

To: Marc Pfefferle <mpfefferle@carlmarks.com>

Cc: Carl Landeck <clandeck@carlmarks.com>; Jean Luc Pelissier (CBA) <pelissier@cbagroupllc.com>; Randy Jones <Randy.Jones@PatriarchPartners.com>; Mark Claster <mclaster@carlmarks.com>; Jonathan Killion <jkillion@carlmarks.com>

Subject: Re: Attachment to Funds Request 02-02-16.xlsx

Of course, we see where things are at and wells told me that the one week payroll tax delay is an accommodation but not willing to go beyond that and their patience is likely to run out anyway.

I wanted to go back and review all of the e-mails I have received to assess all of the feedback I received during the requests for funding.

AMR call at 330 today.

Of course, we are at a late hour under the circumstances.

Gating items - CS was open to the discussion. They know they have not been receiving interest the past 3 months including February. However, with the lack of current financials (keep pressing Jerry to at least finalize October but he has been busy on taxes but says any day), CS wants to see a plan that shows they are better off by agreeing to subordinate their position to the new facility. This means the value must exceed wells plus new facility in order for them to possibly get there. Even so, at one point, he said that it should come in pari passu. They also asked if they can be bought out.

Lynn wants the facility set so unclear any lending will happen without this overcome (CS may be an issue unless resolved). Need to send Lynn an update on CS (discussion last night) and wells.

Wells of course wants the plan as well.

Lynn has been provided some of the analysis she requested (monthly availability analysis and cash flow analysis) but not the revised plan.

The challenges with the plan.

Ask - cash flow shows 8.5 but facility set up for up to 6.5 (should be an issue for wells in terms of how long to extend and possibly for CS).

Ebitda - despite significant new funds, forecast is low which will be an issue for all constituents including CS as valuation at end of year would not be that compelling.

Need to figure out whether we can assume some cost cuts beyond the gains in efficiency assumed.

Insurance - we spoke w Lockton but unfortunately not much that can be done in near term given credit history and large l/c required.

On Feb 2, 2016, at 11:48 PM, Marc Pfefferle <mpfefferle@carlmarks.com> wrote:

Michael, what was the result of the CSFB call? Also is there any update on AMR?

Michael, your agenda for the AM is fine, but liquidity needs to be a first topic for discussion after the staff call (before the Plan discussion). Agreement needs to be reached on how to proceed with the daily cash management required by the business in light of today's developments with Wells Fargo. Also, since I heard from Randy that Mark Bruning is out, difficult to see how plan can be successfully implemented without the type of leader that can drive necessary changes and can restore customer confidence.

We have been telling this group for some time, and as illustrated in the 13 week cash flow that everyone including Lynn has received, that TC could not continue operations without a significant infusion of cash which has been only partially provided. These forecast requirements included monies to catch up payroll taxes.

As Carl stated in his email earlier this evening, if Wells implements a reserve for the second past due week of payroll taxes (as stated in their email this afternoon), the 13 week cash forecast clearly indicates there will be insufficient availability to support issuance of any new checks and in fact there is a significant risk that checks already issued (including payroll checks) will start to bounce.

Carl can clarify/correct tomorrow, but here is my specific understanding.

Even if availability generated over the next 3 days is sufficient to clear \$110K remaining outstanding on last week's Jan 29th payroll, cover outstanding checks being presented, ACHs (like fuel companies debits) and payroll taxes for the week ending Jan 22nd which need be paid by wire Friday (or Wells will reserve anyway), this would likely leave the company with insufficient funding to cover this week's Feb. 5th payroll. This would expose TC to Feb 5th payroll checks bouncing on Monday, and by end of day Tuesday TC would once again be two weeks delinquent in payroll taxes for the Jan 29th and Feb 5th payrolls (passing the Tuesday funding grace period) thereby hitting a Wells reserve for Jan 29th PR taxes by no later than Wednesday next week. Any AP checks then outstanding would then likely bounce.

Please note that Sez Foster is due \$72,500 on Monday or the company faces eviction from its MTA/Paratransit operations facility. Additionally next week the company faces a deadline imposed by the Pittsburgh landlord for payment of back rent or eviction. And the monthly Property/GL premiums becomes past due this week. The company's Medical insurance premium is now past due and the cure period expires next Wednesday.

Unless the situation is resolved, it is clear that Carl or anyone else at TC (including yourselves) cannot authorize issuance of any new checks without incurring personal liability exposure that, at least on our side, Carl and our firm cannot and will not bear. All of this leaves the company in a position whereby no payments can be made for parts, maintenance, service, etc.

We need to get immediate resolution of how we are going to go forward if there is any hope to save the Company which is everyone's objective and desire.

After tomorrow morning's meeting, we will need to immediately update Lynn.

Thanks.

<image004.jpg>

Marc L. Pfefferle

Partner

212-909-8441 office

203-856-8400 cell

900 Third Avenue, 33rd Floor

New York, NY 10022

website | email | <image005.jpg> | <image006.jpg>

Driving success through change and growth

From: Michael Greenberg [mailto:Michael.Greenberg@PatriarchPartners.com]

Sent: Tuesday, February 2, 2016 6:48 PM

To: Marc Pfefferle <mpfefferle@carlmarks.com>; Carl Landeck <clandeck@carlmarks.com>;

Jean Luc Pelissier (CBA) <pelissier@cbagroupllc.com>; Randy Jones

<Randy.Jones@PatriarchPartners.com>

Cc: Mark Claster <mclaster@carlmarks.com>; Jonathan Killion <jkillion@carlmarks.com>

Subject: RE: RE: Attachment to Funds Request 02-02-16.xlsx

I am here with Jean Luc and Randy. Jean Luc and I are going to come by tomorrow at 9 a.m.

After the 9 a.m. call, we want to go through the plan (from 10 until at least noon).

We want to go through all of the assumptions and the objectives (short term, medium term and long term).

We should also discuss the other scenarios discussed at the last meeting.

Michael S. Greenberg

Patriarch Partners

One Broadway, 5th Floor

New York, NY 10004

Direct: 646-723-7657

Fax: 212-825-2038

Email: michael.greenberg@patriarchpartners.com

www.patriarchpartners.com

From: Marc Pfefferle [mailto:mpfefferle@carlmarks.com]

Sent: Tuesday, February 02, 2016 5:45 PM

To: Michael Greenberg; Carl Landeck; Jean Luc Pelissier (CBA); Randy Jones

Cc: Mark Claster; Jonathan Killion

Subject: RE: RE: Attachment to Funds Request 02-02-16.xlsx

OK, let's set up a call for this evening to discuss. I am out of pocket tomorrow from essentially 9am through Thursday after lunch. Mark is available tomorrow (not sure of Thursday schedule).

<image010.jpg>

Marc L. Pfefferle

Partner

212-909-8441 office

203-856-8400 cell

900 Third Avenue, 33rd Floor

New York, NY 10022

website | email | <image011.jpg> | <image012.jpg>

Driving success through change and growth

From: Michael Greenberg [mailto:Michael.Greenberg@PatriarchPartners.com]
Sent: Tuesday, February 2, 2016 5:40 PM
To: Carl Landeck <clandeck@carlmarks.com>; Jean Luc Pelissier (CBA) <pelissier@cbagroupplc.com>; Randy Jones <Randy.Jones@PatriarchPartners.com>
Cc: Mark Claster <mclaster@carlmarks.com>; Marc Pfefferle <mpfefferle@carlmarks.com>; Jonathan Killion <jkillion@carlmarks.com>
Subject: RE: RE: Attachment to Funds Request 02-02-16.xlsx

Understood how tight things are. Let me discuss with Randy and JLP.

The only reserve that they discussed with me is if the 01/22/16 payroll taxes are not addressed this week. John said that a 1-week lag is one thing but two weeks will not be acceptable. I can re-confirm with John if necessary.

I need to head on to a call with Credit Suisse now to see what can get done there.

Michael S. Greenberg
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New York, NY 10004
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Fax: 212-825-2038
Email: michael.greenberg@patriarchpartners.com
www.patriarchpartners.com

From: clandeck@carlmarks.com [mailto:clandeck@carlmarks.com]
Sent: Tuesday, February 02, 2016 5:31 PM
To: Michael Greenberg; Jean Luc Pelissier (CBA); Randy Jones
Cc: Mark Claster; Marc Pfefferle; Jonathan Killion
Subject: Fwd: RE: Attachment to Funds Request 02-02-16.xlsx

Gentlemen,

It seems the company has reached a crossroad. Yogi said, at the fork take it.

Not sure if you have shared the Wells Fargo development below with Lynn but obviously my recommendation is to do just that as soon as possible.

As we have discussed continuously since beginning this engagement, the company's cash situation is dire and not improving. The imposition of a reserve by Wells Fargo for any amount adds further to the need for a material immediate cash infusion.

Currently (prior to imposition of reserve contemplated below), the company has borrowing availability of approximately \$24,000. There are approximately \$110,000 in unresented payroll checks from last Friday still outstanding.

The company also is delinquent in funding payroll taxes from both the pay date 1.22 and 1.29 as of today. That totals \$926,000.

Furthermore there are approximately \$200,000 in AP checks from the last 2 weeks outstanding as well as \$150,000 from the first 2 days of this week.

Total amount of all equals \$1.386 million.

In the next 3 days, it seems to me that it is reasonable to expect that an additional \$800K of availability may be generated.

That leaves a \$600K deficit and no payments on this week's payroll (or payroll taxes). Weekly payroll is running in the \$870K range and payroll taxes \$465K. As FYI, Sez Foster \$72,500 rent is due Monday. Lawyers have already notified parties that failure to pay Monday is a breach of the stipulated settlement and eviction proceedings will commence immediately.

FYI - while \$77K was funded to the company on Friday by Patriarch(?) to cover the Salisbury settlement, those funds were swept by Wells in accordance with the existing cash dominion. The payment was made by check. That check is part of the current outstanding check amount above (\$200,000). Technically at this point those funds have been used to cover other clearings since there is only \$24,000 available.

Carl

Carl Landeck
Managing Director
Carl Marks Advisory Group LLCeeks
900 Third Avenue
New York, NY 10022
clandeck@carlmarks.com
212-909-8400 (Office)
516-317-8308 (Mobile)

----- Original Message -----

Subject:RE: Attachment to Funds Request 02-02-16.xlsx

Date:02.02.2016 3:57 PM

From:<john.husson@wellsfargo.com>

To:<melissa.provost@wellsfargo.com>, <clandeck@carlmarks.com>

Cc:<LarryC@transcare.com>, <Michael.Greenberg@patriarchpartners.com>, <PeterW@transcare.com>, <GeraldC@transcare.com>, <Teresa.Garney@wellsfargo.com>

Thanks

As Melissa indicated we will start reserving for unpaid payroll taxes so I do not think it is prudent to continue writing checks as there is a chance they bounce in the event that availability is insufficient given the tax reserve. Call Melissa to discuss if you are unclear

From: Provost, Melissa A.

Sent: Tuesday, February 02, 2016 3:41 PM

To: clandeck@carlmarks.com
Cc: LarryC@transcare.com; Michael.Greenberg@patriarchpartners.com;
PeterW@transcare.com; GeraldC@transcare.com; Garney, Teresa; Husson, John E.
Subject: RE: Attachment to Funds Request 02-02-16.xlsx

Thanks for the details. As recently discussed with Michael, a payroll tax reserve against the BBC will be required for any portion of the 1/22/16 payroll taxes that remains outstanding by the end of this week.

Also, please note we are waiting on email confirmation/sign off on the BBC from Peter in order to process today's advance request.

Melissa Provost

Vice President/Senior Relationship Manager
Wells Fargo Capital Finance

Business Finance | One Boston Place, 18th Floor | Boston, MA 02108-4407
MAC J9214-180
Tel (617) 854-4336 | Mobile (518) 578-8604 | eFax (855) 477-5033

melissa.provost@wellsfargo.com

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From: clandeck@carlmarks.com [<mailto:clandeck@carlmarks.com>]
Sent: Tuesday, February 02, 2016 3:34 PM
To: Provost, Melissa A.
Cc: LarryC@transcare.com; Michael.Greenberg@patriarchpartners.com;
PeterW@transcare.com; GeraldC@transcare.com; Garney, Teresa
Subject: RE: Attachment to Funds Request 02-02-16.xlsx

Hi Melissa,

The dollar value of payroll taxes for the pay period 1.22 is \$446,994.01

The dollar value of payroll taxes for the pay period 1.29 is \$478,642.10

There also is an additional approximately \$110,000 of unrepresented 1.29 payroll that will need to be covered

The company intends to cover as much of the 1.22 payroll taxes as availability will allow. Seems to me that the order of priority tomorrow will go from the 1.29 payroll to the presented checks and ACH's to the 1.22 payroll taxes.

The only other outstanding unpaid payroll taxes from prior pay periods that I am aware of is the SUI which is only required to be paid quarterly

Carl

Carl Landeck
Managing Director
Carl Marks Advisory Group LLC
900 Third Avenue
New York, NY 10022
clandeck@carlmarks.com
212-909-8400 (Office)
516-317-8308 (Mobile)

On 02.02.2016 2:16 PM, melissa.provost@wellsfargo.com wrote:

Can you confirm the dollar amount of the payroll taxes related to the payroll paid on 1/22/16? Is this scheduled for funding tomorrow? Also, please confirm if there are any outstanding payroll taxes owed prior to this payroll period.

Melissa Provost

Vice President/Senior Relationship Manager
Wells Fargo Capital Finance

Business Finance | One Boston Place, 18th Floor | Boston, MA 02108-4407
MAC J9214-180
Tel (617) 854-4336 | Mobile (518) 578-8604 | eFax (855) 477-5033

melissa.provost@wellsfargo.com

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From: Larry Careaga [<mailto:LarryC@transcare.com>]
Sent: Tuesday, February 02, 2016 1:53 PM
To: Provost, Melissa A.; Garney, Teresa
Cc: clandeck@carlmarks.com; Michael Greenberg; Peter Wolf; Gerald Campbell
Subject: Attachment to Funds Request 02-02-16.xlsx

Here is the funding request for today. The funding request has been submitted through CEO portal.

Lawrence Careaga

Treasury Analyst
TransCare Corporation
1 Metrotech Center
20th Floor
Brooklyn, NY 11201
O: 718.510.9161

F: 347.689.7293
X2887

TransCare Corporation Confidentiality Note This E-mail message is intended to be received by persons entitled to receive the confidential information it may contain. Please do not Read, Copy, Forward or Save this message unless you are the intended recipient. If you have received this message in error, Please Forward it back to the Sender and Delete it completely from your computer system.

Checked: By Barracuda Spam and Virus Firewall



MEMORANDUM

TO: Distribution

FROM: Peter Wolf – COO

RE: October 2015 Financials

DATE: February 5, 2016

Attached please find the financial results for the period ended October 31, 2015.

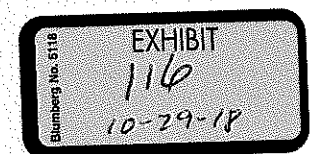
- Notes to the Financial Statements
- Summary Financial Information
- Consolidating Summary Statement of Operations
- Consolidated Summary Income Statement
- Schedule of Corporate Overhead
- Consolidated Balance Sheet
- Consolidated Statement of Shareholders' Equity
- Consolidated Statement of Cash Flows
- DSO Analysis
- EBITDA & Fixed Charge Coverage
- Borrowing Base Certificate
- Officer's Certificate
- Active Vehicle Fleet Count

If you have any questions, please do not hesitate to call me.

Distribution:	Lynn Tilton	Patriarch Partners, LLC
	Jean-Luc Pelissier	Patriarch Partners, LLC
	Michael S. Greenberg, CFA	Patriarch Partners, LLC
	Alex Witkes	Credit Suisse Asset Management
	Tracey Rudd	Hampshire Equity Partners
	Steven Blewitt	John Hancock
	Charlie Gonzalez	Albion Investors LLC

PX 191

LaMonica v. Tilton, et al., 18-1021-smb



Notes to the Financial Statements October 2015

Summary

For the month of October 2015, revenue of \$8.8 million was \$2.1 m (-20%) below last year, and \$646k (-7%) below the 2015 Recovery Plan of \$9.5 million.

EBITDA of \$ -445k was \$206k (86%) below last year, but \$ 1,536m (-141%) below the revised October 2015 Recovery Plan gain of \$1,091k and \$ 4,177m (-66%) below the Plan on a year-to-date basis.

Results to the 2015 Plan are as follows:

Oct-15	Month to Date				Oct-15	Year to Date			
	Actuals	Plan	Variance	%		Actuals	Plan	Variance	%
Revenue	\$ 8,808	\$ 9,454	\$ (646)	-7%	Revenue	\$ 97,651	\$ 95,352	\$ 2,299	2%
EBITDA	\$ (445)	\$ 1,091	\$ (1,536)	-141%	EBITDA	\$ 2,190	\$ 6,367	\$ (4,177)	-66%

Wages to Revenue (in Millions)

	Month			YTD		
	CY	LY	CY to LY Fav / (Unfav)	CY	LY	CY to LY Fav / (Unfav)
Revenue						
Ambulance	\$ 6.7	\$ 8.4	\$ (1.7)	\$ 71.8	\$ 84.6	\$ (12.8)
Transit	2.1	2.6	(0.5)	25.9	25.4	0.5
Total revenue	\$ 8.8	\$ 11.0	\$ (2.2)	\$ 97.7	\$ 110.0	\$ (12.3)
Total compensation						
Ambulance [1]	\$ 5.0	\$ 6.3	\$ 1.3	\$ 52.1	\$ 61.1	\$ 9.0
Transit	1.9	1.9	(0.0)	18.9	17.1	(1.8)
Total compensation	\$ 6.9	\$ 8.1	\$ 1.3	\$ 71.0	\$ 78.2	\$ 7.2
Wages as % of revenue [1]						
Ambulance [2]	74.7%	74.5%	-0.2%	72.6%	72.2%	-0.3%
Transit	88.5%	71.3%	-17.2%	73.2%	67.3%	-5.8%
Total compensation	78.0%	73.8%	-4.2%	72.7%	71.1%	-1.6%

[1] % are calculated on un-rounded numbers

[2] Includes all of Corporate compensation

EBITDA by DIVISION (amounts in millions)

	CY Actual		LY Actual	
	Month	YTD	Month	YTD
Ambulance Operation				
New York	\$ 0.3	\$ 4.6	\$ 0.2	\$ 3.3
Hudson Valley	\$ 0.1	\$ 1.7	\$ 0.1	\$ 0.7
Delaware Valley	\$ (0.0)	\$ (1.3)	\$ (0.2)	\$ (1.2)
Baltimore	\$ 0.0	\$ (0.4)	\$ -	\$ 0.1
Pittsburgh	\$ (0.0)	\$ 0.4	\$ 0.1	\$ 0.6
Billing Associates	\$ (0.0)	\$ (0.5)	\$ (0.1)	\$ (0.5)
sub-total	\$ 0.3	\$ 4.5	\$ -	\$ 3.0
Transit	\$ (0.1)	\$ 2.4	\$ 0.2	\$ 3.5
Corporate Overhead	\$ (0.6)	\$ (4.8)	\$ (0.5)	\$ (5.3)
% of revenue	6.4%	4.9%	4.4%	4.8%
Total EBITDA	\$ (0.4)	\$ 2.2	\$ (0.2)	\$ 1.3

Ambulance Operation

For the month of October, the ambulance operation had revenue of \$6.7 million which is \$1.7m (-20%) below last year and EBITDA of \$270k which is \$223k (+475%) above last year. The ambulance operation completed 18,720 trips this month.

Trip volume was below last year in all divisions. Revenue was below last year in all locations except NYEMS and Hudson Valley. EBITDA was above last year in all divisions, except NY Non-Emergency and Pittsburgh.

New York

New York Non-Emergency had 4,935 trips. Revenue of \$1.6 million is \$622k (-28%) below last year and EBITDA of \$-128 which is \$117k (1064%) below last year.

EMS had 8,621 trips. Revenue of \$2.9 million is \$123k (+4%) above last year and EBITDA of \$ 504k is \$118k (+31%) above last year.

Hudson Valley had 1,869 trips. Revenue of \$1.0 million is \$ 12k (1%) above last year and EBITDA of \$ 105k is \$19k (+23%) above last year.

Delaware Valley

Delaware Valley had 13 trips. Revenue of \$2k is \$846k (-100%) below last year and EBITDA of \$(42)k is \$205k (+83%) above last year. Operations were discontinued at the end of August 2015, except for run out of contract remaining with Sugar House casino.

Baltimore

Baltimore had 1,174 trips. Revenue of \$559k is \$169k (-23%) below last year and EBITDA of \$6k is \$40k (119%) above last year.

Pittsburgh

Pittsburgh had 2,108 trips. Revenue of \$522k is \$185k (-26%) below last year and EBITDA of \$(7)k is \$57 (-115%) below last year.

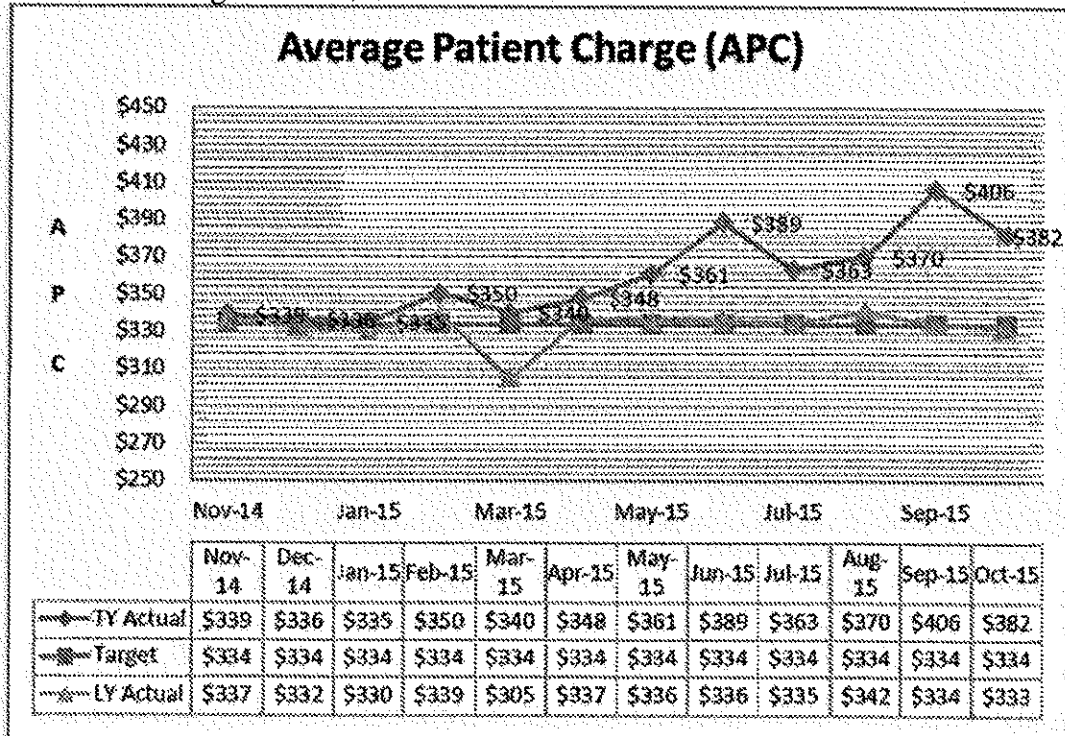
Transit Operation

For the month of October, the transit operation had revenue of \$2.1 million which is \$457k (-18) below last year and EBITDA of \$(150)k was \$387k (-163%) below last year.

EBITDA by Transit Contract (amounts in thousands)

	CY Actual		LY Actual	
	Month	YTD	Month	YTD
Contract				
NYC MTA	\$ (163)	\$ 2,167	\$ 245	\$ 3,562
ArchCare	\$ 13	\$ 53	\$ (20)	\$ (55)
Beth Abe	\$ (22)	\$ 60	\$ 11	\$ (15)
Broadlawn	\$ 29	\$ 239	\$ 9	\$ 65
San Simeon	\$ 2	\$ 66	\$ 10	\$ 101
sub-total	\$ (142)	\$ 2,586	\$ 254	\$ 3,659
Overhead Costs	\$ (8)	\$ (151)	\$ (17)	\$ (187)
Total EBITDA	\$ (150)	\$ 2,435	\$ 237	\$ 3,472

Average Patient Charge The current average patient charge (APC) is \$382, which is \$48 above the target APC of \$334.



Liquidity

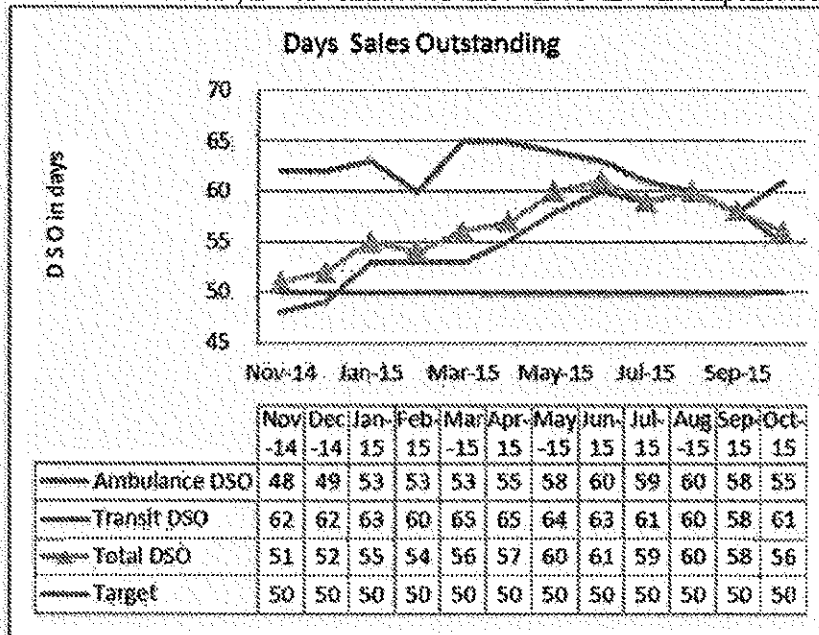
Management continues to focus on cash and liquidity issues. In addition to the focus on reducing DSO, the company continues to work with its vendors to reduce operating expenses through beneficial pricing and credit terms.

Summary Cash Flow Statement, Year-to-Date (amounts in millions)

Summary Cash Flow Statement, Year-To-Date (Amounts in Millions)	TY	LY	TY to LY	%
Cash from operating activities				
Net Income (loss)	\$ (4.0)	\$ (5.0)	\$ 1.0	-20%
Add: non-cash items	\$ 6.5	\$ 9.2	\$ (2.7)	-30%
Change in working capital	\$ (2.6)	\$ (5.8)	\$ 1.4	-24%
Cash provided / (used) by operating activities	\$ (0.1)	\$ (1.6)	\$ 1.5	-93%
Capital Expenditures				
Maintenance capital expenditures	\$ (0.3)	\$ (0.5)	\$ 0.2	-39%
Growth capital expenditures	\$ -	\$ -	\$ -	
Proceeds From Sale of Equipment	\$ 0.0	\$ 0.0	\$ 0.0	17%
Net cash provided / (used) by investing activities	\$ (0.3)	\$ (0.5)	\$ 0.2	-40%
Net cash provided (used) by financing activities	\$ 0.4	\$ 1.8	\$ (1.4)	-75%
Net increase (decrease) in cash	\$ 0.0	\$ (0.9)	\$ 0.9	-115%
Cash, beginning of period	\$ 0.2	\$ 0.3	\$ (0.1)	-27%
Cash, end of period	\$ 0.3	\$ 0.0	\$ 0.3	4266%

Days Sales Outstanding

Days sales outstanding is calculated by dividing trailing six months average revenue by accounts receivable, net of contractual allowances and uncompensated care.



TransCare Corporation
 Summary Financial Information
 For the Ten Months Ended October 31, 2015
 (Amounts in thousands except trips)

	CURRENT MONTH				Y-T-D			
			Variance Fav/(Unfav)				Variance Fav/(Unfav)	
	TY	LY	TY to LY	%	TY	LY	TY to LY	%
Trips								
NY Non-Emergency								
Lance	4,935	7,346	(2,411)	-32.8%	52,549	73,990	(21,441)	-29.0%
Lette	-	-	-	-	-	-	-	-
Total NY Non-Emergency	4,935	7,346	(2,411)	-32.8%	52,549	73,990	(21,441)	-29.0%
EMS Division	8,621	8,773	(152)	-1.7%	87,505	65,012	2,493	2.9%
Hudson Valley	1,869	2,034	(165)	-8.1%	19,693	20,235	(542)	-2.7%
PA								
Lance	1,383	2,095	(712)	-34.0%	15,564	20,648	(5,084)	-24.6%
Lette	725	2,015	(1,290)	-64.0%	12,988	17,990	(5,002)	-27.8%
Pittsburgh, PA	2,108	4,110	(2,002)	-48.7%	28,552	38,638	(10,086)	-26.1%
MD								
Lance	909	1,442	(533)	-37.0%	10,410	15,369	(4,959)	-32.3%
Lette	265	455	(190)	-41.8%	3,043	4,451	(1,408)	-31.6%
Baltimore, Maryland	1,174	1,897	(723)	-38.1%	13,453	19,820	(6,367)	-32.1%
ML								
Lance	13	2,800	(2,787)	-99.5%	8,557	30,136	(21,579)	-71.6%
Lette	-	987	(987)	-100.0%	3,616	12,963	(9,347)	-72.1%
Delaware Valley	13	3,787	(3,774)	-99.7%	12,173	43,099	(30,926)	-71.8%
Total Trips	18,720	27,947	(9,227)	-33.0%	213,925	280,794	(66,869)	-23.8%
Revenue								
Ambulance								
NY Non-Emergency	\$ 1,620	\$ 2,242	\$ (622)	-27.7%	\$ 17,448	\$ 23,388	\$ (5,941)	-25.4%
EMS Division	2,907	2,784	123	4.4%	29,363	27,540	1,823	6.6%
Hudson Valley	1,023	1,011	12	1.2%	10,226	9,893	333	3.4%
PA								
Lance	488	624	(136)	-21.7%	5,120	6,027	(907)	-15.0%
Lette	34	83	(49)	-59.4%	628	712	(85)	-11.9%
Pittsburgh, PA	522	707	(185)	-26.1%	5,748	6,739	(992)	-14.7%
MD								
Lance	541	697	(156)	-22.4%	5,691	7,085	(1,394)	-19.7%
Lette	18	31	(13)	-41.5%	172	290	(117)	-40.5%
Baltimore, Maryland	559	728	(169)	-23.2%	5,863	7,375	(1,511)	-20.5%
ML								
Lance	2	761	(760)	-99.8%	2,691	8,154	(5,462)	-67.0%
Lette	-	66	(66)	-100.0%	118	989	(871)	-88.1%
Delaware Valley	2	848	(846)	-99.8%	2,809	9,143	(6,334)	-69.3%
Billing Associates	30	31	(1)	-4.8%	324	358	(34)	-9.5%
Total Ambulance	\$ 6,663	\$ 8,351	(1,687)	-20.2%	\$ 71,781	\$ 84,436	\$ (12,655)	-15.0%
Transit Services	2,145	2,602	(457)	-17.6%	25,870	25,430	440	1.7%
Total Revenue	\$ 8,808	\$ 10,952	\$ (2,144)	-19.6%	\$ 97,651	\$ 109,866	\$ (12,215)	-11.1%
Average Patient Charge (Lance Only)								
NY Non-Emergency	\$ 328.34	\$ 305.19	\$ 23.16	7.6%	\$ 332.03	\$ 316.10	\$ 15.93	5.0%
EMS Division	337.21	317.33	\$ 19.88	6.3%	335.56	323.95	\$ 11.60	3.6%
Hudson Valley	547.57	497.22	\$ 50.35	10.1%	519.28	488.67	\$ 30.62	6.3%
PA	353.09	297.77	\$ 55.32	18.6%	328.95	291.88	\$ 37.08	12.7%
MD	595.32	483.42	\$ 111.90	23.1%	546.67	461.00	\$ 85.68	18.6%
ML	126.69	271.88	\$ (145.19)	-53.4%	314.53	270.57	\$ 43.96	16.2%
Average Patient Charge (Lance Only)	\$ 382.21	\$ 331.54	\$ 50.67	15.3%	\$ 363.08	\$ 334.52	\$ 28.57	8.5%

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TransCare Corporation
Summary Financial Information
For the Ten Months Ended October 31, 2015
(Amounts in thousands except trips)

	CURRENT MONTH				Y-T-D			
	Variance Fav/(Unfav)				Variance Fav/(Unfav)			
	TY	LY	TY to LY	%	TY	LY	TY to LY	%
Gross profit								
Ambulance								
NY Non-Emergency	\$ 322	\$ 551	\$ (229)	-41.5%	\$ 4,137	\$ 6,519	\$ (2,382)	-36.5%
% of revenue	19.9%	24.6%	-4.7%		23.7%	27.9%	-4.2%	
EMS Division	989	872	117	13.4%	11,000	9,001	1,999	22.2%
% of revenue	34.0%	31.3%	2.7%		37.5%	32.7%	4.8%	
Hudson Valley	348	320	28	8.7%	3,939	3,108	831	26.8%
% of revenue	34.0%	31.6%	2.3%		38.5%	31.4%	7.1%	
PA	160	247	\$ (87)	-35.2%	2,147	2,470	(323)	-13.1%
% of revenue	30.7%	35.0%	-4.3%		37.4%	36.7%	0.7%	
MD	101	143	\$ (42)	-29.4%	700	1,818	(1,117)	-61.5%
% of revenue	18.0%	19.6%	-1.6%		11.9%	24.6%	-12.7%	
ML	(25)	69	\$ (95)	-136.8%	(92)	1,793	(1,885)	-105.1%
% of revenue	-1545.0%	8.2%	-1553.2%		-3.3%	19.6%	-22.9%	
Billing Associates	30	31	\$ (1)	-4.8%	324	358	(34)	-9.5%
Total Ambulance	1,924	2,233	(309)	-13.8%	22,155.98	25,066	(2,912)	-11.6%
% of revenue	28.9%	26.7%	2.1%		30.9%	29.7%	1.2%	
Corporate Overhead								
% of revenue	0.0%	0.0%	0.0%		0.0%	0.0%	0.0%	-5518.3%
Transit Services	200	646	(446)	-69.0%	6,188	7,114	(925)	-13.0%
% of revenue	9.3%	24.8%	-15.5%		23.9%	28.0%	-4.1%	
Total Gross profit	\$ 2,124	\$ 2,879	\$ (755)	-26.2%	\$ 28,327	\$ 32,180	\$ (3,852)	-12.0%
% of revenue	24.1%	26.3%	-2.2%		29.0%	29.3%	-0.3%	
EBITDA								
Ambulance								
NY Non-Emergency	\$ (128)	\$ (11)	(117)	1063.9%	\$ (648)	\$ 488	\$ (1,136)	-232.6%
% of revenue	-7.9%	-0.5%	-7.4%		-3.7%	2.1%	-5.8%	
EMS Division	504	386	118	30.6%	6,421	4,106	2,315	56.4%
% of revenue	17.3%	13.9%	3.5%		21.9%	14.9%	7.0%	
NY Billing	(122)	(127)	5	4.1%	(1,171)	(1,278)	107	-8.4%
Subtotal New York	254	248	6	2.6%	4,603	3,317	1,286	38.8%
% of revenue	5.6%	4.9%	0.7%		9.8%	6.5%	3.3%	
Hudson Valley	105	86	19	22.5%	1,693	659	1,034	157.0%
% of revenue	10.3%	8.5%	1.8%		16.6%	6.7%	9.9%	
TCPA	(7)	50	(57)	-114.5%	407	627	(220)	-35.0%
% of revenue	-1.4%	7.1%	-8.5%		7.1%	9.3%	-2.2%	
TCMD	6	(33)	40	-119.4%	(360)	124	(485)	-389.7%
% of revenue	1.2%	-4.6%	5.7%		-6.1%	1.7%	-7.8%	
TCML	(42)	(246)	205	83.1%	(1,333)	(1,208)	(125)	10.4%
% of revenue	-2529.1%	-29.1%	-2500.1%		-47.4%	-13.2%	-34.2%	
Total ambulance EBITDA	317	104	213	203.9%	5,010	3,520	1,490	42.3%
Billing Associates	(47)	(57)	10	17.9%	(462)	(475)	13	-2.7%
% of ambulance revenue	-0.7%	-0.7%	0.0%		-0.6%	-0.6%	-0.1%	
Total ambulance EBITDA, net of	270	47	223	474.5%	4,548	3,045	1,503	49.4%
% of ambulance revenue	4.1%	0.6%	3.5%		6.3%	3.6%	2.7%	
Transit Services	(150)	237	(387)	-163.1%	2,435	3,472	(1,038)	-29.9%
% of transit revenue	-7.0%	9.1%	-16.1%		9.4%	13.7%	-4.2%	
Corp OH	(565)	(523)	(42)	8.1%	(4,792)	(5,265)	472	-9.0%
% of total revenue	-6.4%	-4.8%	-1.6%		-4.9%	-4.8%	-0.1%	
Consolidated EBITDA	\$ (445)	\$ (239)	\$ (206)	86.2%	\$ 2,190	\$ 1,252	\$ 938	74.9%
% of revenue	-5.0%	-2.2%	-2.9%		2.2%	1.1%	1.1%	

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TransCare Corporation
Consolidating Summary Statement of Operations
For the Ten Months Ended October 31, 2015
(amounts in thousands)

	Ambulance Operations	Transit Service	Corp OH [1]	Consolidated
	Act	Act	Act	Act
Revenue	\$ 71,781	\$ 25,870	\$ -	\$ 97,651
Cost of Service				
Labor	\$ 42,886	17,180		\$ 60,065
Fuel	\$ 1,819	202	17	\$ 2,038
Other veh costs	\$ 3,456	2,069		\$ 5,524
Other costs	\$ 1,465	232		\$ 1,696
Total Cost of Service	\$ 49,625	19,682	17	\$ 69,324
Gross profit	\$ 22,156	\$ 6,188	\$ (17)	\$ 28,327
<i>% of revenue</i>	<i>30.9%</i>	<i>23.9%</i>		<i>29.0%</i>
S, G & A	\$ 10,873	3,753	4,775	\$ 19,402
Billing Costs	\$ 1,957			\$ 1,957
<i>% of Revenue</i>	<i>2.7%</i>			
Bad debt	\$ 4,778	0	-	\$ 4,778
EBITDA	\$ 4,548	\$ 2,435	\$ (4,792)	\$ 2,190
<i>% of rev</i>	<i>6.3%</i>	<i>9.4%</i>		<i>2.2%</i>

[1] Corporate Overhead is as a percentage of total revenue

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PP-TRBK0004703

TRANSCARE CORPORATION
Consolidated Summary Income Statement
For the Ten Months Ended October 31, 2015
(amounts in thousands)
unaudited

	Current Month					Year-To-Date				
	TY	LY	Variance - Fav/(Unfav)			TY	LY	Variance - Fav/(Unfav)		
			TY to LY	%				TY to LY	%	
Revenue	\$ 8,808	\$ 10,952	\$ (2,144)	-19.6%		\$ 97,651	\$ 109,866	\$ (12,215)	-11.1%	
Cost of service	6,685	8,074	1,389	17.2%		69,324	77,686	8,363	10.8%	
Gross profit	2,124	2,879	\$ (755)	-26.2%		28,327	32,180	\$ (3,853)	-12.0%	
as % of revenue	24.1%	26.3%	35.2%			29.0%	29.3%	31.5%		
Operating expense	2,129	2,394	265	11.1%		21,358	23,786	2,428	10.2%	
as % of revenue	24.2%	21.9%	-12.3%			21.9%	21.6%	-19.9%		
Bad debt expense	439	724	284	39.3%		4,778	7,142	2,363	33.1%	
as % of revenue	5.0%	6.6%	-13.3%			4.9%	6.5%	-19.3%		
EBITDA	(445)	(239)	(206)	86.2%		2,190	1,252	\$ 938	74.9%	
as % of revenue	-5.0%	-2.2%	9.6%			2.2%	1.1%	-7.7%		
Interest expense	386	421	35	8.3%		4,333	4,138	(195)	-4.7%	
Depreciation expense	119	190	71	37.4%		1,534	1,939	405	20.9%	
Amortization expense	11	8	(3)	-41.0%		116	81	(35)	-43.2%	
Other (income)/expense	44	20	(24)	-122.4%		94	72	(23)	-31.6%	
Restructuring Expense	-	4	4	100.0%		57	13	(44)	-354.3%	
Income tax expense	5	10	5	50%		34	16	(18)	-115.3%	
Net income/(loss)	(1,010)	(891)	\$ (119)	13.4%		(3,978)	\$ (5,006)	\$ 1,028	-20.5%	
as % of revenue	-11.5%	-8.1%	5.6%			-4.1%	-4.6%	-8.4%		

TRANSCARE CORPORATION
Schedule of Corporate Overhead
For the Ten Months Ended October 31, 2015
(amounts in thousands)
unaudited

	Current Month				Y-T-D			
	TY	LY	Variance - Fav/(Unfav)		TY	LY	Variance - Fav/(Unfav)	
			TY to LY	%			TY to LY	%
Corporate Overhead Costs								
Administrative compensation & contract labor	254	252	(2)	-0.8%	2,435	2,609	174	6.7%
Travel and entertainment	3	7	3	48.0%	37	78	41	52.2%
Office costs	34	43	9	20.2%	350	376	26	6.8%
Facility expenses	52	58	6	9.9%	578	589	11	1.9%
Bank charges, payroll processing and insurance	45	53	8	14.9%	533	580	47	8.2%
Professional services	170	106	(64)	-60.4%	782	981	200	20.3%
Taxes	5	4	(1)	-19.5%	77	52	(25)	-48.2%
Non - Recurring Expenses	-	-	-	-	-	-	-	-
Total Corporate Overhead Costs - EBITDA	\$ 565	\$ 523	\$ (42)	-8.1%	\$ 4,791	\$ 5,265	\$ 473	9.0%

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PP-TRBK0004705

TRANSCARE CORPORATION
Consolidated Balance Sheet
As of October 31, 2015 and December 31, 2014
(amounts in thousands)
unaudited

<u>Assets</u>	<u>10/31/2015</u>	<u>12/31/2014</u>
Current assets		
Cash	262	219
Accounts receivable	30,261	33,281
Allowance for doubtful accounts	(12,534)	(14,740)
Accounts receivable, net	17,726	18,541
Prepaid expenses	282	476
Inventory	1,561	1,347
Total current assets	19,831	20,583
Plant, property & equipment	37,634	38,137
Accumulated Depreciation	(34,027)	(33,267)
Plant, property & equipment, net	3,607	4,869
Other assets	6,228	6,281
Goodwill	13,548	13,548
Total Assets	43,213	\$ 45,280
<u>Liabilities and Shareholders' Accumulated Deficit</u>		
Current liabilities		
Accounts Payable	13,390	9,670
Accrued expenses	3,445	5,011
Borrowings under line of credit	14,658	17,722
Accrued interest	381	350
Accrued compensated absences	907	1,687
Capital leases	(22)	690
Total current liabilities	32,760	35,129
Non-current liabilities		
Capital leases	1,200	1,299
CRM - Prior Years Assessments	143	143
Deferred Rent - Long Term	815	815
Deferred tax liability	3,821	3,821
Term Loan, tranche A	26,071	26,071
Revolver (Patriarch)	4,380	
Term Loan, tranche B	3,500	3,500
Term Loan, tranche D, net of discount	2,961	2,961
Term Loan, tranche E	850	850
Term Loan, tranche F	2,884	2,884
Total non-current liabilities	46,625	42,344
Total liabilities	79,385	77,473
Stockholders' Equity		
Capital stock	7	7
Additional paid in capital	5,650	5,650
Accumulated deficit	(37,850)	(37,850)
Current year income / (loss)	(3,978)	-
Total Shareholders' Accumulated Deficit	(36,170)	(32,192)
Total Liabilities and Shareholders' Accumulated Deficit	43,213	\$ 45,281

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TransCare Corporation
Consolidated Statements of Shareholders' Equity
(amounts in thousands, except number of shares)
unaudited

	Redeemable Preferred		Common Stock, Options & Warrants		Additional Paid-In Capital	Accumulated Deficit	Total Stockholders' Accumulated Deficit
	Shares	Amount	Shares	Amount			
Balance at December 31, 2014	1,000	1,000	707,993	7	5,650	(37,850)	(32,192)
	1,000	1,000					
Net income / (loss) for the nine months ended September 30, 2015	-	-	-	-	-	(3,979)	(3,979)
	1,000	1,000					
Balance at October 31, 2015			707,993	\$ 7	5,650	(41,829)	(36,171)
	1,000	1,000					

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TRANSCARE CORPORATION
Consolidated Statement of Cash Flows
For the Ten Months Ended October 31, 2015
(amounts in thousands)
unaudited

CASH FLOWS FROM OPERATING ACTIVITIES:

Net income (loss)

Adjustments to reconcile net income (loss) to net cash provided (used) by operating activities:

Depreciation & Amortization

Provision for bad debts

(Gain) Loss on disposition

Changes in current assets and liabilities:

Accounts receivable

Inventory

Prepaid expenses

Accounts payable, accrued expenses

Other assets & liabilities

Net cash provided (used) by operating activities

CASH FLOWS FROM INVESTING ACTIVITIES:

Cash capital expenditures

Maintenance capital expenditures

Growth capital expenditures

Proceeds From Sale of Equipment

Net cash provided / (used) by investing activities

CASH FLOWS FROM FINANCING ACTIVITIES:

Proceeds from / (pay down) of new revolving debt

New term loan

Deferred financing costs

Repayment of lease obligations

Net cash provided (used) by financing activities

Net increase (decrease) in cash

Cash, beginning of period

Cash, end of period

Supplemental Cash Flow Information:

Property acquired under capital leases

	CURRENT MONTH			Y-T-D		
	TY	LY	TY to LY	TY	LY	TY to LY
Net income (loss)	\$ (1,010)	\$ (691)	\$ (119)	\$ (3,979)	\$ (5,006)	\$ 1,027
Adjustments to reconcile net income (loss) to net cash provided (used) by operating activities:						
Depreciation & Amortization	\$ 159	\$ 200	\$ (41)	\$ 1,667	\$ 2,037	\$ (370)
Provision for bad debts	\$ 439	\$ 724	\$ (285)	\$ 4,778	\$ 7,142	\$ (2,364)
(Gain) Loss on disposition	\$ -	\$ (2)	\$ 2	\$ 26	\$ (6)	\$ 32
Changes in current assets and liabilities:						
Accounts receivable	\$ 492	\$ (456)	\$ 948	\$ (3,964)	\$ (8,033)	\$ 4,069
Inventory	\$ (11)	\$ (32)	\$ 21	\$ (214)	\$ (123)	\$ (91)
Prepaid expenses	\$ (295)	\$ 313	\$ (608)	\$ 194	\$ 418	\$ (224)
Accounts payable, accrued expenses	\$ 355	\$ (998)	\$ 1,353	\$ 1,408	\$ 2,005	\$ (597)
Other assets & liabilities	\$ 1	\$ (2)	\$ 3	\$ (24)	\$ 13	\$ (37)
Net cash provided (used) by operating activities	\$ 130	\$ (1,144)	\$ 1,274	\$ (108)	\$ (1,553)	\$ 1,445
CASH FLOWS FROM INVESTING ACTIVITIES:						
Cash capital expenditures						
Maintenance capital expenditures	\$ 21	\$ (88)	\$ 109	\$ (305)	\$ (507)	\$ 202
Growth capital expenditures	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Proceeds From Sale of Equipment	\$ -	\$ -	\$ -	\$ 7	\$ 6	\$ 1
Net cash provided / (used) by investing activities	\$ 21	\$ (88)	\$ 109	\$ (298)	\$ (501)	\$ 203
CASH FLOWS FROM FINANCING ACTIVITIES:						
Proceeds from / (pay down) of new revolving debt	\$ (260)	\$ 982	\$ (1,242)	\$ (3,064)	\$ 2,307	\$ (5,371)
New term loan	\$ (250)	\$ -	\$ (250)	\$ 4,380	\$ 534	\$ 3,846
Deferred financing costs	\$ (28)	\$ -	\$ (28)	\$ (56)	\$ -	\$ (56)
Repayment of lease obligations	\$ (63)	\$ (89)	\$ 26	\$ (811)	\$ (1,013)	\$ 202
Net cash provided (used) by financing activities	\$ (601)	\$ 893	\$ (1,494)	\$ 449	\$ 1,828	\$ (1,379)
Net increase (decrease) in cash	\$ (450)	\$ (339)	\$ (111)	\$ 43	\$ (226)	\$ 269
Cash, beginning of period	\$ 712	\$ 444	\$ 268	\$ 219	\$ 331	\$ (112)
Cash, end of period	\$ 262	\$ 105	\$ 157	\$ 262	\$ 105	\$ 157
Supplemental Cash Flow Information:						
Property acquired under capital leases	\$ -	\$ 169	\$ 169	\$ -	\$ 1,220	\$ 1,220

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PP-TRBK0004708

TransCare Corporation
DSO Calculation

	Revenue	Accounts Receivable	DSO
November 2014	\$ 13,078,225	\$ 5,276,199	\$ 18,288,201
December 2014	\$ 13,269,780	\$ 5,293,310	\$ 18,497,925
January 2015	\$ 14,121,389	\$ 5,310,179	\$ 19,358,347
February 2015	\$ 13,823,391	\$ 5,164,758	\$ 18,902,052
March 2015	\$ 13,628,238	\$ 5,624,291	\$ 19,160,742
April 2015	\$ 13,727,376	\$ 5,713,170	\$ 19,380,833
May 2015	\$ 14,469,842	\$ 5,693,643	\$ 20,074,920
June 2015	\$ 14,827,313	\$ 5,721,357	\$ 20,505,780
July 2015	\$ 14,158,671	\$ 5,596,252	\$ 19,746,995
August 2015	\$ 14,080,562	\$ 5,364,991	\$ 19,405,625
September 2015	\$ 13,579,876	\$ 5,077,818	\$ 18,634,110
October 2015	\$ 12,646,198	\$ 5,094,882	\$ 17,712,581

	Revenue	Accounts Receivable	DSO
November 2014	\$ 271,849	\$ 84,895	\$ 356,743
December 2014	\$ 268,824	\$ 85,312	\$ 354,135
January 2015	\$ 265,449	\$ 84,867	\$ 350,316
February 2015	\$ 262,191	\$ 85,408	\$ 347,599
March 2015	\$ 255,742	\$ 86,288	\$ 342,030
April 2015	\$ 251,016	\$ 87,875	\$ 338,891
May 2015	\$ 247,476	\$ 89,467	\$ 336,943
June 2015	\$ 246,157	\$ 90,416	\$ 336,573
July 2015	\$ 241,011	\$ 91,175	\$ 332,187
August 2015	\$ 236,310	\$ 89,072	\$ 325,382
September 2015	\$ 236,132	\$ 86,953	\$ 323,084
October 2015	\$ 231,692	\$ 82,884	\$ 314,576

	Revenue	Accounts Receivable	DSO
November 2014	48	62	51
December 2014	49	62	52
January 2015	53	63	55
February 2015	53	60	54
March 2015	53	65	56
April 2015	55	65	57
May 2015	58	64	60
June 2015	60	63	61
July 2015	59	61	59
August 2015	60	60	60
September 2015	58	58	58
October 2015	55	61	56

[1] DSO is calculated by dividing trailing six-month average revenue by accounts receivable, net of contractual allowances and uncompensated care

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TransCare Corporation, Inc.
EBITDA Fixed Charges Coverage Ratios
for the Ten Months Ended 10/31/2015

TransCare Corporation, Inc.
EBITDA Covenant
For the ten Months Ended October 31, 2015

	1 month ended 01/31/15	2 months ended 02/28/15	3 months ended 03/31/15	4 months ended 04/30/15	5 months ended 05/31/15	6 months ended 06/30/15	7 months ended 07/31/15	8 months ended 08/31/15	9 months ended 09/30/15	10 months ended 10/31/15	11 months ended 11/30/15	12 months ended 12/31/15
Net Income	(754)	(1,919)	(3,188)	(2,272)	(2,251)	(1,869)	(2,181)	(2,687)	(2,981)	(3,776)	(5,696)	(5,871)
Add: Interest	432	422	1,253	1,683	2,272	2,714	3,104	3,563	3,947	4,333	4,858	5,391
Add: Taxes	-	-	14	34	34	14	19	24	29	34	34	34
Add: Depreciation & Amortization	597	571	592	721	903	1,071	1,228	1,391	1,519	1,636	1,806	2,063
* Add: Other Exp (Restructure)	21	28	45	75	81	88	82	102	108	152	158	164
EBITDA- Financial Statements	(322)	(693)	(324)	231	1,019	2,028	2,052	2,433	2,635	2,191	3,216	4,281
* Adjustment to EBITDA	21	33	45	75	81	88	82	102	108	152	158	164
** Patriarch Management Fees	(343)	(726)	(369)	156	938	1,940	1,970	2,331	2,527	2,039	3,058	4,117
Adjusted EBITDA	(318)	(676)	(294)	256	1,063	2,090	2,145	2,581	2,752	2,289	3,333	4,417
WFCF EBITDA Covenant	N/A	N/A \$	(500)	\$75 \$	1,000 \$	2,000 \$	2,000					
Cushion \$	N/A	N/A \$	205 \$	181 \$	63 \$	90 \$	145					
Pass/Fail	N/A	N/A	Pass	Pass	Pass	Pass	Pass					

* Add Other expenses (restructuring)

** Adjustment to EBITDA is \$25k monthly accrued (but not paid) management fee to Patriarch

TransCare Corporation, Inc.
Fixed Charge Coverage Ratio (FCCR)
For the ten Months Ended October 31, 2015

	01/31/15	02/28/15	03/31/15	04/30/15	05/31/15	06/30/15	07/31/15	08/31/15	09/30/15	10/31/15	11/30/15	12/31/15
EBITDA	(643)	(383)	557	520	782	1,892	30	870	201	(465)	1,048	1,063
Adjustment to EBITDA	25	25	25	25	25	25	25	25	25	25	25	25
Adjusted EBITDA	(318)	(358)	582	550	807	1,927	55	895	226	(440)	1,063	1,090
Building Adjusted EBITDA	(318)	(676)	(294)	256	1,063	2,090	2,145	2,540	2,766	2,346	3,409	4,499
Unfinanced CAPEX	37	46	13	33	23	-	-	-	-	-	-	-
Cash Interest	432	396	431	620	589	442	390	459	384	286	526	533
Principal Amortization (incl. Cap It)	74	74	91	93	94	89	71	58	71	71	153	162
Cash Taxes	20	-	30	-	-	-	-	-	-	-	-	-
Restricted Payments	-	-	-	-	-	-	-	-	-	-	-	-
Fixed Charges	563	524	565	558	706	522	461	517	455	457	679	696
Building Fixed Charges	563	1,107	1,672	2,230	2,936	3,458	3,919	4,436	4,891	5,348	6,027	6,723
Building Fixed Charges Coverage	-0.5x	-0.6x	-0.2x	0.1x	0.4x	0.6x	0.55x	0.57x	0.6x	0.4x	0.6x	0.7x
WFCF Covenant	N/A	N/A	N/A	N/A	N/A	N/A	Fail	Fail	Fail	Fail	Fail	Fail
Minimum WFCF Covenant -1	Measurement Period 01/01/15 - 07/31/15											
Minimum WFCF Covenant -2	FCCR 70:1.0											
Minimum WFCF Covenant -2	Measurement Period 01/01/15 - 08/31/15											
Minimum WFCF Covenant -2	FCCR 75:1.0											
Minimum WFCF Covenant -3	Measurement Period 01/01/15 - 09/30/15											
Minimum WFCF Covenant -3	FCCR 80:1.0											
Minimum WFCF Covenant -4	Measurement Period 01/01/15 - 10/31/15											
Minimum WFCF Covenant -4	FCCR 80:1.0											
Minimum WFCF Covenant -5	Measurement Period 01/01/15 - 11/30/15											
Minimum WFCF Covenant -5	FCCR 80:1.0											
Minimum WFCF Covenant -6	Measurement Period 01/01/15 - 12/31/15											
Minimum WFCF Covenant -6	FCCR 85:1.0											

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PP-TRBK0004710

Date: 31-Oct-15
Number: 2276

BORROWING BASE CERTIFICATE

Pursuant to the Loan and Security Agreement among Wachovia Bank, National Association ("Lender") and TransCare Corporation on behalf itself and certain of its Subsidiaries as borrowers ("Administrative Borrower"), and certain of its Subsidiaries (as amended, the "Loan Agreement"), Administrative Borrower hereby certifies on behalf of itself and the other Borrowers, to Lender, as of the above date, as follows:

A. LOAN AVAILABILITY

Today

1. Medicare Accounts

Gross Amount of Medicare Accounts	\$	2,552,073.19
Less Ineligible Medicare Accounts	\$	(366,028.00)
Reimbursable Amount of Eligible Accounts consisting of Medicare Accounts	\$	2,186,045.19
Advance Rate		85%
Net Medicare Account Loan Availability	\$	1,858,138.41

2. Medicaid Accounts

Gross Amount of Medicaid Accounts	\$	1,562,887.79
Less Ineligible Medicaid Accounts	\$	(270,139.00)
Reimbursable Amount of Eligible Accounts consisting of Medicaid Accounts	\$	1,292,748.79
Advance Rate		85%
Net Medicaid Account Loan Availability	\$	1,098,836.47

3. Insurance Accounts

Gross Amount of Insurance Accounts	\$	2,479,774.90
Less Ineligible Insurance Accounts	\$	(262,510.00)
Reimbursable Amount of Eligible Accounts consisting of Insurance Accounts	\$	2,217,264.90
Advance Rate		85%
Net Insurance Account Loan Availability	\$	1,884,675.17

4. Facility Contract Accounts

Gross Amount of Facility Contract Accounts	\$	3,987,334.93
Less Ineligible Facility Contract Accounts	\$	(837,492.00)
Reimbursable Amount of Eligible Accounts consisting of Facility Contract Accounts	\$	3,149,842.93
Advance Rate		85%
Net Facility Contract Account Loan Availability	\$	2,677,366.49

5. Paratransit Accounts

Gross Amount of Paratransit Accounts	\$	5,394,533.60
Less Ineligible Paratransit Accounts	\$	(81,000.00)
Reimbursable Amount of Eligible Accounts consisting of Paratransit Accounts	\$	5,313,533.60
Advance Rate		85%
Net Paratransit Account Loan Availability	\$	4,516,503.56

6. CHAMPUS/CHAMPVA Accounts (Included in Facility Contract Accounts)

Gross Amount of CHAMPUS/CHAMPVA Accounts	\$	-
Less Ineligible CHAMPUS/CHAMPVA Accounts	\$	-
Reimbursable Amount of Eligible Accounts consisting of CHAMPUS/CHAMPVA Accounts	\$	-
Advance Rate		85%
Net CHAMPUS/CHAMPVA Account Loan Availability	\$	-

7. Unbilled Accounts

Gross Amount of Unbilled Accounts	\$	3,215,498.28
Less Ineligible Unbilled Accounts	\$	(207,650.00)
Reimbursable Amount of Eligible Accounts consisting of Unbilled Accounts	\$	3,007,848.28
Advance Rate		85%

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A3928

PP-TRBK0004711

[No Subject]

From:

Jonathan Killion <jkillion@carlmarks.com>

To:

Michael Greenberg <michael.greenberg@patriarchpartners.com>

Cc:

Carl Landeck <clandeck@carlmarks.com>

Date:

Wed, 10 Feb 2016 01:39:23 -0500

Attachments:

Article 9 Entities 2.10.16.xlsx (10.86 MB)

Michael and Carl,

Attached is the current draft of the entities contemplated to be in the Article 9 transaction. I have separate P&L's, Balance Sheets and Cash Flows for Maryland, Pittsburgh, Hudson Valley, Paratransit. I need to break out West Chester. Plus I just generally need to review the balance sheets to make sure they make sense. All this has been done on the fly without time to really review with a clear mind. Hope to do that in the AM.

I think with the structure set up, rolling in the other entities into a separate 'model' shouldn't be too terrible. I think the work is on the front end but can never be too sure.

Also, to be clear, these models are directional. With the cluttered balance sheet's in New York it is hard to tell what is and what isn't an asset / liability that would be part of the go forward entity. I think we should discuss the balance sheet's as a group to make sure we are all on the same page.

In a nut shell it says you would need to fund about \$3.2M but just about all of that is for Transit because of the working capital investment required. Perhaps this could be offset by a facility or something? Also, we would need to layer in shared service costs and the costs of the article 9 process. Those I think we can do easily enough, just would seek collective input on the group on what assumptions to make for those.

Thank you,

Jonathan



Jonathan P. Killion, CFA



Director

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PX 193

LaMonica v. Tilton, et al., 18-1021-smb

This document has not been tiffed because it either (a) is being produced natively or (b) is a file type that cannot be tiffed

From: Michael Greenberg
Sent: Wednesday, February 10, 2016 9:43 PM
To: Arrowood, Don; Ubbenga, Justin; Charles, Thomas; Bolton, Trevor; 'Miles, Jason'
Cc: Brian Stephen; 'clandeck@carlmarksadvisors.com'; Jean Luc Pelissier; John Pothin
Subject: TransCare - insurance information requested
Attachments: TransCare policy summary 2015 - 2016.xlsx; TRANSCARE VEHICLE SCHEDULE REVIEW12 14 15 (3).xlsx; Copy of TC NY-Loc10-13-14-15-16 Loss Run 12-31-11.xlsx; Copy of TC NY-Loc10-12 Westchester Loss Run 12-31-11.xlsx; TC PA Loc20 Loss Run 12-31-11.xlsx; Copy of TC NY-Loc10-06 Transit Loss Run 12-31-11.xlsx; TC MD-Loc30 TC Maryland Loss Run 12-31-11.zip; TC PA Loc20 Report 12-31-12.zip; TC MD-Loc30 Maryland Report 12-31-12.zip; Copy of TC NY-Loc10-06 Report 12-31-12.xlsx; TC NY-Loc10-15 Hudson Valley Report 12-31-12.xlsx; TC NY-Loc10-12 Westchester Report 12-31-12.xlsx; WC - DIV 30 Maryland @ 12-31-13.xlsx; WC - DIV 20 PA @ 12-31-13.xlsx; WC - DIV 10-06 Transit @ 12-31-13.xlsx; WC - DIV 10-12 Westchester @ 12-31-13.xlsx; WC - DIV 10-15 Hudson Valley @ 12-31-13.xlsx; WC - DIV 30 Maryland @ 12-31-14.xlsx; WC - DIV 20 PA @ 12-31-14.xlsx; WC - DIV 10-15 Hudson Valley @ 12-31-14.xlsx; WC - DIV 10-12 Westchester @ 12-31-14.xlsx; WC - DIV 10-06 Transit @ 12-31-14.xlsx; Paratransit units vehicle list 2015-2016.xlsx; 12-31-12 Auto DIV 10-12 Westchester.xlsx; 12-31-12 Auto DIV 10-15 Hudson Valley.xlsx; 12-31-12 Auto DIV 30 Maryland.zip; 12-31-12 Auto DIV 20 PA.ZIP; Auto - DIV 30 Maryland @ 12-31-13.xlsx; Auto - DIV 20 PA @ 12-31-13.xlsx; Auto - DIV 10-15 Hudson Valley @ 12-31-13.xlsx; Auto - DIV 10-12 Westchester @ 12-31-13.xlsx; Dec 2015 TransCare Auto Loss Run.xls

I worked with John Foerst to get you the attached information and worked on some of the below information for your reference. I will follow tomorrow with a payroll list and a vehicle register list.

Transcendence Transit, Inc. is seeking coverage for itself and a number of subsidiaries: Transcendence Transit II, Inc., TransCare Pennsylvania, Inc., TransCare Maryland, Inc., TC Ambulance Corporation, TC Ambulance North, TransCare Westchester Inc. and TC Ambulance Group.

The company requires a new workers compensation policy, auto liability policy, general liability/professional liability, excess liability and property/auto physical damage policy.

Attached are the loss runs requested (Transit excluded due to policy through the MTA). Limits of insurance are included in the attached policy summary schedule.

Attached is a list of the company's current policies.

Transcendence Transit will operate in the following business segments (total vehicles of approximately 881 including 188 ParaTransit vehicles owned by NYC MTA).

- Transit (Transcendence II, Inc.): Current contract runs through October 2019. TransCare operates the Access-A-Ride paratransit service for the NYC MTA. It is currently running 168 routes but has run routes as high as 228. The contract through October 2019 allows for up to 300+ routes to be run. The NYC Transit Authority provides the vehicles but they are maintained by Transcendence.
 - This division is estimated at \$25MM, 188 vehicles and headcount of approximately 400.

- **Hudson Valley:** Hudson Valley is a \$12MM primarily emergency, 911 (Dutchess and Hudson Valley) and non-emergency transport business which provides service to Putnam County, a number of municipalities in Dutchess County, and certain key customers including HealthQuest and New York Presbyterian. It has 28 vehicles and headcount of approximately 200.
- **Pittsburgh:** Pittsburgh is a \$7MM emergency and non-emergency revenue market including wheelchair van business (no 911 contracts). Key customers include VA Pittsburgh Health System, University of Pittsburgh, ManorCare and Lifecare Hospitals. This market has 34 vehicles and 97 employees.
- **Maryland:** (no 911 contracts). Maryland is a \$7MM revenue market with the primarily customer being University of Maryland and includes a hospital-branded Critical Care Transfer service. The Maryland market has 27 vehicles and 127 people in headcount and also provides wheelchair van services.
- **Westchester:** Westchester is a \$5MM revenue business which has 8 vehicles and 40 people working in this division focused solely on Emergency Medical Services. The primary relationships are with the City of White Plains and Town of Mount Pleasant.

Below is current pro forma financial summary estimate for the new entity. Assumes that a new company for the paratransit business begins in mid-February.

	Q1	Q1	Q1	Q2	Q2	Q2	Q3	Q3	Q3	Q4	Q4	Q4	
	Q1-2016	Q1-2016	Q1-2016	Q2-2016	Q2-2016	Q2-2016	Q3-2016	Q3-2016	Q3-2016	Q4-2016	Q4-2016	Q4-2016	Fest
Amounts in 000's	Jan-16	Feb-16	Mar-16	Apr-16	May-16	Jun-16	Jul-16	Aug-16	Sep-16	Oct-16	Nov-16	Dec-16	2016
Service Revenue	2,045.2	2,920.9	4,041.3	4,095.4	4,161.2	4,301.9	4,405.2	4,513.8	4,402.3	4,507.2	4,466.9	4,542.8	48,404.0
Other Revenues	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Operating Revenue	2,045.2	2,920.9	4,041.3	4,095.4	4,161.2	4,301.9	4,405.2	4,513.8	4,402.3	4,507.2	4,466.9	4,542.8	48,404.0
Driver Compensation & Related	885.7	1,275.2	1,737.2	1,701.5	1,732.1	1,773.2	1,783.0	1,790.0	1,736.2	1,742.8	1,726.3	1,757.4	19,641
Benefits	185.5	218.2	355.8	348.3	354.5	362.5	364.6	366.0	355.4	356.8	353.5	359.8	3,981
Workers Comp	78.2	120.7	163.2	163.2	163.2	163.2	163.2	163.2	163.2	163.2	163.2	163.2	1,831
COPY/DISPATCH'S Compensation	26.6	53.6	87.2	87.7	89.7	93.9	96.4	99.7	96.3	98.9	97.7	100.0	1,028
Fleet Maint Compensation	96.6	165.2	254.9	247.4	252.7	264.0	271.1	279.7	270.8	278.1	274.9	280.9	2,936
Repairs & Maintenance	117.6	178.5	207.0	208.7	213.3	223.1	229.2	236.8	229.0	235.2	232.4	237.7	2,548
Accident Costs	75.9	79.5	82.3	83.9	84.1	84.5	85.8	86.1	85.8	87.1	87.0	87.2	1,009
Fuel, Tolls & Parking Costs	57.2	62.7	63.4	64.7	64.8	65.2	66.2	66.5	66.2	67.2	67.1	67.3	779
Medical Supplies, Rentals & Repairs	32.0	34.5	37.3	38.1	38.2	38.6	39.3	39.5	39.3	39.9	39.8	40.0	457
Communications	10.2	14.6	20.2	20.5	20.8	21.5	22.0	22.6	22.0	22.5	22.3	22.7	242
Uniforms	5.4	7.7	10.6	10.7	10.9	11.3	11.5	11.8	11.5	11.8	11.7	11.9	127
Equipment	11.1	12.3	13.6	13.8	13.9	14.1	14.3	14.4	14.3	14.6	14.5	14.6	166
Health & Safety	2.1	2.2	2.2	2.2	2.2	2.2	2.2	2.2	2.2	2.3	2.3	2.3	26
Licenses & Permits	3.6	5.1	6.8	6.9	7.0	7.2	7.3	7.5	7.3	7.5	7.4	7.6	81
SUB TOTAL - COST OF SERVICE	1,587.9	2,230.0	3,041.6	2,997.6	3,047.3	3,124.3	3,156.2	3,186.0	3,099.7	3,127.9	3,100.1	3,152.5	34,851
Gross Profit	457.3	690.9	999.7	1,097.8	1,113.8	1,177.6	1,249.0	1,327.7	1,302.6	1,379.3	1,366.8	1,390.3	13,553
GP %	22.4%	23.7%	24.7%	26.8%	26.8%	27.4%	28.4%	29.4%	29.6%	30.6%	30.6%	30.6%	28.0%
Administrative Staffing	179.1	275.4	371.8	371.8	371.8	371.8	371.8	371.8	371.8	371.8	371.8	371.8	4,172
Facility Costs	67.2	113.2	159.2	159.2	159.2	159.2	159.2	159.2	159.2	159.2	159.2	159.2	1,773
Insurance Auto/Liability	94.0	101.5	109.0	109.0	109.0	109.0	109.0	109.0	109.0	109.0	109.0	109.0	1,286
Professional Fees	5.8	8.3	10.8	10.8	10.8	10.8	10.8	10.8	10.8	10.8	10.8	10.8	122
All Other SG&A	36.3	68.0	94.6	94.6	94.6	94.6	94.6	94.6	94.6	94.6	94.6	94.6	1,051
Bad Debt	110.1	112.3	112.3	115.2	115.2	115.2	117.1	117.1	117.1	118.9	118.9	118.9	1,388
TOTAL OPERATING EXPENSES	492.5	678.7	857.8	860.7	860.7	860.7	862.5	862.5	862.5	864.3	864.3	864.3	9,792
EBITDA	(35.2)	12.2	142.0	237.1	253.2	317.0	386.5	465.2	440.1	514.9	502.5	525.9	3,761
	-1.7%	0.4%	3.5%	5.8%	6.1%	7.4%	8.8%	10.3%	10.0%	11.4%	11.2%	11.6%	7.8%

Michael S. Greenberg

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Amounts in 000's	Q1 2016 Jan-16	Q1 2016 Feb-16	Q1 2016 Mar-16	Q2 2016 Apr-16	Q2 2016 May-16	Q2 2016 Jun-16	Q3 2016 Jul-16	Q3 2016 Aug-16	Q3 2016 Sep-16	Q4 2016 Oct-16	Q4 2016 Nov-16	Q4 2016 Dec-16	FY 2016	
Service Revenue	2,043.2	2,920.9	4,041.3	4,095.4	4,161.2	4,301.9	4,405.2	4,513.8	4,402.3	4,507.2	4,466.9	4,542.8	48,404.0	
Other Revenues	-	-	-	-	-	-	-	-	-	-	-	-	-	
Total Operating Revenue	2,043.2	2,920.9	4,041.3	4,095.4	4,161.2	4,301.9	4,405.2	4,513.8	4,402.3	4,507.2	4,466.9	4,542.8	48,404.0	
Driver Compensation & Related Benefits	885.7	1,275.2	1,737.2	1,701.5	1,732.1	1,773.2	1,783.0	1,790.0	1,796.2	1,742.8	1,776.3	1,757.4	19,641	
Welders Comp	185.5	218.2	355.8	348.3	354.5	362.5	364.6	366.0	355.4	356.8	353.5	359.8	3,981	
COG/DISPATCHS Compensation	78.2	120.7	163.2	163.2	163.2	163.2	163.2	163.2	163.2	163.2	163.2	163.2	1,831	
File/ Maint Compensation	26.6	53.6	87.2	87.7	89.7	93.9	96.4	99.7	96.3	98.9	97.7	100.0	1,029	
Repairs & Maintenance	96.6	165.2	254.9	247.4	252.7	264.0	271.1	279.7	270.8	278.1	274.9	280.9	2,936	
Accident Costs	117.6	178.5	207.0	208.7	213.9	223.1	229.2	236.8	229.0	235.2	232.4	237.7	2,548	
Fuel, Tolls & Parking Costs	75.9	79.5	82.3	83.9	84.1	84.5	85.8	86.1	85.8	87.1	87.0	87.2	1,009	
Medical Supplies, Rentals & Repairs	57.2	62.7	63.4	64.7	64.8	65.2	66.2	66.5	66.2	67.2	67.1	67.3	779	
Communications	32.0	34.5	37.3	38.1	38.2	38.6	39.3	39.5	39.3	39.9	39.8	40.0	457	
Uniforms	10.2	14.6	20.2	20.5	20.8	21.5	22.0	22.6	22.0	22.5	22.3	22.7	242	
Equipment	5.4	7.7	10.6	10.7	10.9	11.3	11.5	11.8	11.5	11.8	11.7	11.9	127	
Health & Safety	11.1	12.3	13.6	13.8	13.9	14.1	14.3	14.4	14.3	14.6	14.5	14.6	166	
Licenses & Permits	2.1	2.3	2.2	2.2	2.2	2.2	2.2	2.3	2.2	2.3	2.3	2.3	26	
SUBTOTAL - COST OF SERVICE	1,587.9	2,330.0	3,041.6	2,987.6	3,047.3	3,124.3	3,156.2	3,186.0	3,099.7	3,127.9	3,100.1	3,152.5	34,851	
Gross Profit	455.3	590.9	999.7	1,097.8	1,113.9	1,177.6	1,249.0	1,327.7	1,302.6	1,379.3	1,366.8	1,390.3	13,553	
GP %	22.4%	23.7%	24.7%	26.6%	26.8%	27.4%	28.4%	29.4%	29.6%	30.6%	30.6%	30.6%	28.0%	
Administrative Staffing	179.1	275.4	371.8	371.8	371.8	371.8	371.8	371.8	371.8	371.8	371.8	371.8	4,172	
Facility Costs	67.2	113.2	159.2	159.2	159.2	159.2	159.2	159.2	159.2	159.2	159.2	159.2	1,773	
Insurance Auto/Liability	94.0	101.5	109.0	109.0	109.0	109.0	109.0	109.0	109.0	109.0	109.0	109.0	1,286	
Professional Fees	5.6	6.3	10.8	10.8	10.8	10.8	10.8	10.8	10.8	10.8	10.8	10.8	122	
All Other SG&A	36.3	68.0	94.6	94.6	94.6	94.6	94.6	94.6	94.6	94.6	94.6	94.6	1,051	
Bad Debt	110.1	112.3	112.3	115.2	115.2	115.2	117.1	117.1	117.1	118.9	118.9	118.9	1,368	
TOTAL OPERATING EXPENSES	492.5	678.7	857.8	860.7	860.7	860.7	863.5	862.5	862.5	864.3	864.3	864.3	9,792	
EBITDA	(35.2)	12.2	143.0	237.1	253.2	317.0	386.5	465.2	440.1	514.9	502.5	525.9	3,761	
	-1.7%	0.4%	3.5%	5.8%	6.1%	7.4%	8.4%	10.3%	10.0%	11.4%	11.2%	11.6%	7.0%	

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